

CONAN THE
BARBARIAN

MARVEL COMICS GROUP™

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BY THE
COMICS
CODE
AUTHORITY

CONAN

THE BARBARIAN



barry smith

CONAN AND ELRIC BATTLE SIDE BY SIDE AGAINST...
THE HELL-HORDES OF CHAOS!

CONAN THE BARBARIAN!™

THE GREEN EMPRESS of MELNIBONE

THE ROAD TO THE
SIGNING LAKE
BOILS WITH DEMONIC
LIFE, AS THREE ODDLY-
MATCHED COMPANIONS
NEAR THE STEPPES
WHICH BORDER ON
EASTERN KOTH--

CONAN--
ELRIC--OVER
HERE--!

STILL YOUR
TONGUE, GIRL!

THERE'S EVIL
ENOUGH ON
EVERY SIDE,
THIS DARK-
SOME
NIGHT!

PLOTTED BY:
MICHAEL
MOORCOCK,
CREATOR OF
ELRIC,
and
J. CANTHORN

FEATURING THE
EPIC HERO
CREATED BY
ROBERT E.
HOWARD

STAN
LEE PRESENTS
ROY THOMAS ★ BARRY SMITH
WRITER ARTIST

BUSCEMA and SMITH, INKERS • SAM ROSEN, LETTERER

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GHOULS---
WOLF-THINGS
---HOWLING
DEMONS---

EVEN THOUGH I
SWITCH SWORD-
ARMS, I ACHE
WITH THIS
ENDLESS
BUTCHERY.

WHERE WAS
YOUR PROUD
MAGIC,
ZEPHRA---
YOURS, AND
THAT OF YOUR
FATHER
ZUKALA?



ALL MY SORCERY DERIVES FROM
MY **SIRE**--- AND HIS AGE-
ENFEEBLED POWERS CANNOT
HELP US WHILE HE IS
FAR AWAY.

HUHN! WHAT
USE IS MAGIC, IF IT CAN
BE HURLED NO FURTHER
THAN A GOOD **SPEAR**?

BY THE GODS, IF I'D NOT
VOWED TO HELP YOU **FIND**
THE GOLD-TOWERED CITY
YOU SEEK, I'D...

**CONAN--
ABOVE
YOU--!**



CROM!



**ANOTHER SOUNDLESS
DEMON! GOOD THING THEY
DIE AS EASILY AS ANY
MAN.**

JUST THE SAME, IF
THOSE TOWERS
AREN'T MADE
OF GOLD-- SOMEONE
WILL ANSWER TO
ME!



WHILE, IN SOME FAR-OFF NETHERWORLD, HELLISH
ANGER DISTORTS A HEAVENLY FACE---

YOU
FAILED,
PRINCE
GAYNOR---

--- FAILED TO VANQUISH
ELRIC AND HIS BARBARIAN
COMPANION.

IS THIS HOW YOU
WOULD EARN THE
ETERNAL OBLIVION
YOU DESIRE?

THE MORTALS
WON BUT THE
MEREST
SKIRMISH, O
QUEEN OF
CHAOS
SWORDS---



IT IS STILL THY PROTÉGÉ,
KULAN-GATH OF STYGIA,
WHO EVEN NOW IS FIRST
TO REACH THE SUNKEN
SPIRES OF YAGALA.

AND, THOUGH IT BE
WIT LARGE THAT
ONLY A MORTAL
WIZARD MAY ROUSE
THE GREEN EMPRESS
WHO SLEEPS
THEREIN---

---IT SHALL BE HE,
NOT THE HATED
ELRIC, WHO SPEAKS
THE SPELL OF
AWAKENING!



SEE THAT IT IS, GAYNOR-- FOR ELRIC SERVES MY ARCH-RIVAL, **ARIOCH, DUKE OF CHAOS!**

VERILY, THERE BE MORE AT STAKE THIS DAY THAN YOUR TINY MIND COULD E'ER IMAGINE---



SO RIDE, CHAOS-SWORDS! ONWARD FOR ME--FOR **XIOMBARG!**



AND FIGHT THE FIGHT WHICH LIES AHEAD, DEAR PRINCE---

---AS IF YOUR VERY **DEATH** DEPENDED UPON IT!



MITRA! IS THERE NO END TO THIS VERMIN, ELRIC?

AYE, AND SOON, I THINK. BESIDES, THEY SEEM TO STRIVE MORE TO **DELAY** US THAN TO KILL US.



THAT NEWS DOES LITTLE TO SOOTHE ME.

ZEPHRA-- GALLOP AHEAD, WOMAN, AND SEE IF THERE'S A PATHWAY **OUT** OF THIS HELL!



THIS IS THE **LAST** OF THEM, CIMMERIAN.

GOOD. THEN NOTHING ELSE SHOULD BAR OUR WAY TO---

YOUR **SWORD!** WHAT--?



YOUR EYES PIERCE MY **SPINE**, CONAN.

KNOW YOU THAT MY SWORD **STORMBRINGER** FEEDS ON THE SOULS OF THOSE IT SLAYS...AND TRANSMITS THEIR FORMER POWER TO ME!

A MAN SHOULD MAKE HIS **OWN** DESTINY... NOT PANDER TO A THING OF **SORCERY**.

TRULY, YOU MELNIBONEANS SEEM LESS THAN **HUMAN**.

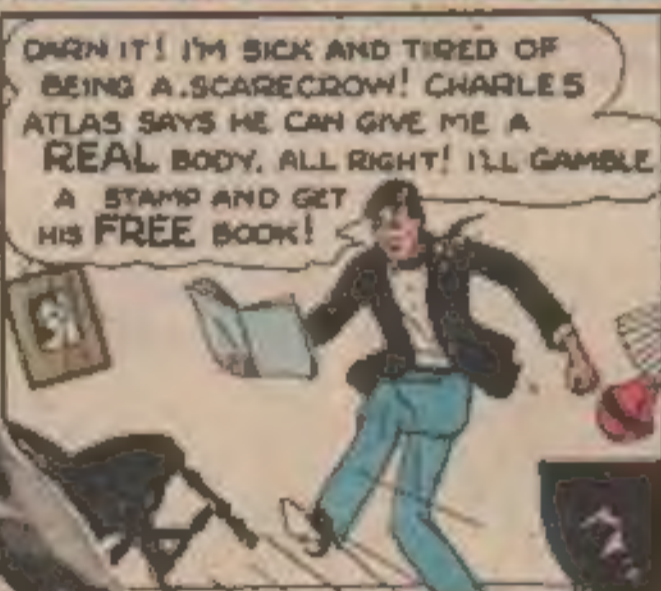
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THE INSULT THAT MADE A MAN OUT OF "MAC"



Charles Atlas

Awarded the title of "The World's Most Perfectly Developed Man."



Let Me PROVE I Can Make YOU A NEW MAN!

ARE you "fed up" with seeing the huskies walk off with the best of everything? Sick and tired of being soft, frail, skinny or flabby — only HALF ALIVE? I know just how you feel. Because I myself was once a puny 97-pound "runt." And I was so ashamed of my scrawny frame that I dreaded being seen in a swim suit.

The Secret of How I Got My Build

Then I discovered a wonderful way to develop my body fast. It worked wonders for me — changed me from the scrawny "runt" I was at 17, into "The World's Most Perfectly Developed Man." And I can build up YOUR body the very same natural way — without weights, springs or palleye. Only 15 minutes a day of pleasant practice — in the privacy of your room.

My "Dynamic-Tension" method has already helped thousands of other fellows become real he-men in double-

quick time. Let it help YOU. Not next month or next year — but RIGHT NOW!

"Dynamic-Tension" Builds Muscles FAST!

If you're like I was, you want a powerful, muscular, well-proportioned build you can be proud of any time, anywhere. You want the "Greek-God" type of physique that women rave about at the beach — the kind that makes other fellows green with envy.

Mail Coupon Now for My 32-Page Illustrated Book

Mailing the coupon can be the turning point in your life. I'll send you a copy of my 32-page illustrated book, "How Dynamic-Tension Makes You a NEW MAN." Tells how and why my method works; shows many pictures proving what it has done for others. Don't delay. Mail coupon NOW. CHARLES ATLAS, Dept. 60D 115 E. 22nd St., New York, N.Y. 10010.

CHARLES ATLAS, Dept. 60D
115 East 22nd St., New York, N. Y. 10010

Does Charles Atlas Have the kind of Body I Want?

(Check as many as you like)

- | | |
|--|--|
| <input type="checkbox"/> Broader Chest and Shoulders | <input type="checkbox"/> More Energy and Stamina |
| <input type="checkbox"/> Ironhard Stomach Muscles | <input type="checkbox"/> More Magnetic Personality |
| <input type="checkbox"/> Tireless Legs | <input type="checkbox"/> More Weight—Solid—in the Right Places |
| <input type="checkbox"/> Slender Waist and Legs | |

I enclose 10c. Please send me a copy of your famous book showing how "Dynamic-Tension" can make me a new man. 32 Pages, reprinted with photographs, answers to vital health questions, and valuable advice. This does not obligate me in any way.

Print Name.....Age.....

Address.....

City & State.....Zip Code.....

In England: Charles Atlas, 81 Palace St., London, W.1



PERHAPS. STILL, THIS "THING OF SORCERY" HAS SAVED YOUR COARSE HIDE MORE THAN ONCE ALREADY.

AND, DID YOU NOT SAY ZUKALA HAD PLACED A SPELL ON YOUR WEAPON?

AGAINST MY WILL, ONLY.

WHO KNOWS? MAYBE IT'S FATED OUR SWORDS WILL CROSS WHEN THIS NIGHT IS THRU---

-IF NOT SOONER!



CONAN! ELRIC!

THIS WAY! HURRY!



LOOK YOU BOTH UPON THE **SIGHING LAKE**---

--- AND THE SUNKEN CITY KNOWN AS **YAGALA!**



WELL, GIRL, AT LEAST YOUR FATHER DIDN'T LIE TO ME ABOUT THOSE **TOWERS**.

THEY LOOK TO BE MADE OF **GOLD**, ALL RIGHT.

YET MUCH HIGHER OUT OF THE ENCHANTED **WATERS** THAN WHEN I VIEWED THEM FROM A **FAR-OFF** WORLD, CONAN.

THE MAGIC OF **KULAN-GATH**, NO DOUBT. HE MAY HAVE **OUTSTRIPPED** US TO YON CITY.

BUT SEE-- THAT WEIRD AND ANCIENT **BOAT**--!



IT SEEMS BUILT OF... MONSTROUS **BONES**.

STILL, I TROW IT WILL CARRY US TO THE **CENTER** OF THE LAKE, EASILY ENOUGH.

I'D RATHER SWIM.



WHY, CONAN--- ARE YOU TRULY FEARFUL OF MERE **BONES**?

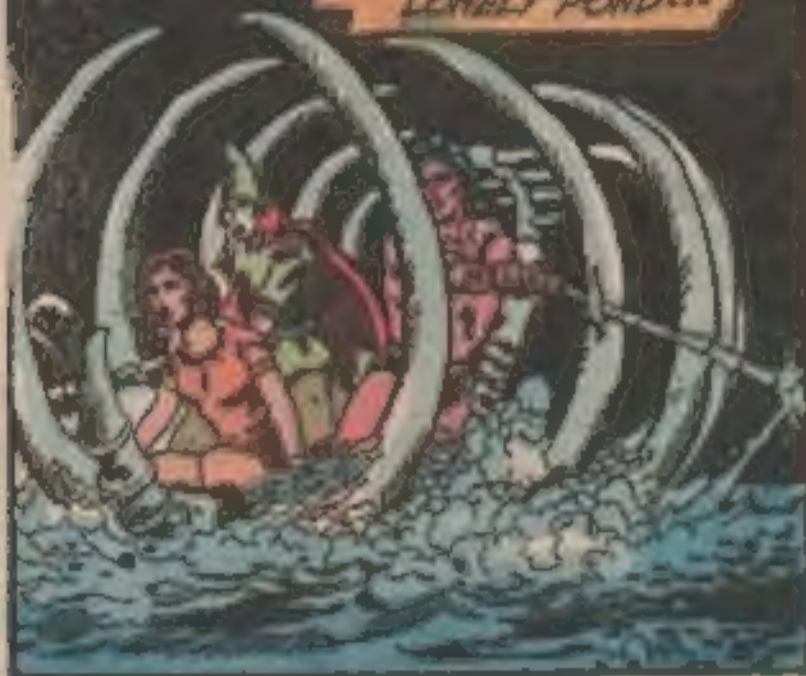
HE WHO FEARS NOT THE SPIRIT WORLD IS A **FOOL**.

STILL, I'LL COME WITH YOU--- FOR **NOW**.

I CAN ALWAYS DIVE OFF AGAIN.

AND NOW, THREE GRIM WANDERERS LEARN WHY THE GODS HAVE NAMED IT SIGHING LAKE, AS VOICES RISE FROM THE DARK WATERS, CALLING OUT A LAMENTATION OF THE DEAD...

...CALLING OUT AS SOFTLY AS A BREEZE MIGHT RIPPLE SOME LOVELY POND...



...OR A WITHERED HAND STIR A FOUNTAIN'S PLACID SURFACE...



...OR AN AGED, AGING WIZARD WATCH A CONJURED IMAGE...



...AND WONDER IF HE HAS SENT HIS DAUGHTER TO HER DOOM, TO SAVE A WORLD HE ONCE DID DREAM OF RULING...



...YET NOW MUST LEAVE ERE LONG, AS THE MANTLE OF MILLENNIA WEIGHS HEAVY UPON HIM.

LOOK YOU BOTH! A FALLING STAR! AN OMEN, PERHAPS...

MORE LIKELY OUR DEATHLESS FOES, THE CHAOS PACK OF GAYNOR!

NO MATTER! THE DIE IS CAST!

I'LL END MY QUEST...OR ELSE I'LL PERISH THIS NIGHT.



CONTINUED AFTER NEXT PAGE

**I put 2 full inches on my arms—
3 inches on my chest and trimmed
4 inches off my waist
in just 7 weeks...**

thanks to the Joe Weider
Musclebuilding Course!—

WHY NOT YOU?

SAYS MOVIE AND T.V. STAR,
ARNOLD SCHWARZENEGGER,
"Mr. Universe" winner. He
believes you, too, can easily
duplicate his musclebuilding
success with the Weider Course.

Why only the Joe Weider "MR. AMERICA"
muscle-building course can **MUSCLE YOU UP—
SHAPE YOU UP—TOUGHEN YOU UP—FAST** in just
7 short weeks—and in the privacy of your own home.

It makes no difference whether you're fat, skinny, scraggy or flabby, young
or not-so-young—whether you're an office worker, laborer, executive or school-
boy—the WEIDER SYSTEM will pack 4 inches on your chest, 3 inches on each
arm—give you football-player shoulders, muscularize your waistline, sock your
legs with strength and speed—and "powerize" your entire body—IN JUST 7
SHORT WEEKS—OR LESS!

Only the WEIDER SYSTEM can do this for you because it is based on scientific
principle—and proven by the hundreds of thousands of Champions it has
developed since 1938. Practically every Mr. America, Mr. Universe and other
"perfect man" title winners used the WEIDER SYSTEM to build their muscle-
studded bodies.

NO OTHER MUSCLE-BUILDING SYSTEM ON EARTH CAN MATCH THIS
FABULOUS RECORD OF ACHIEVEMENT—AND NOW THAT SAME SURE-FIRE SYSTEM
IS ENTIRELY WITHIN YOUR REACH!

Just rush in free coupon and I will send you proof that you too can own a
new "Winged Take-Charge" body in just 7 short weeks—it's free, while the
supply lasts!

FREE!
**BIG
MUSCLE-
BUILDING
BOOK!**

MAIL THIS COUPON TO ME TO-
DAY AND I'LL RUSH YOU MY
NEW BIG 34-PAGE ILLUSTRATED
BOOK—FREE! It's jam-packed
with proof that you can become
an athlete, virile, "Take-Charge" in-
Man in just 7 WEEKS—OR LESS! It's
loaded with photos, tips, suggestions
that will help make your fondest mus-
clebuilding dreams come true—just as
it did for Arnold Schwarzenegger and
over 2,000,000 other successful stu-
dents! SEND FOR IT NOW—IT'S ABSO-
LUTELY FREE!

JOE WEIDER

Is your Personal Trainer!
He has trained almost
every "Mr. America", "Mr.
Universe", "Mr. Canada",
perfect man title winners
since 1938—and over
2,000,000 successful
pupils the world over!
No other instructor in history can come
close to this fantastic record!



HERE'S LIVING PROOF HOW FAST MY COURSE WORKS!

IN ONLY 14 DAYS



HE GAINS 16 POUNDS
BEFORE: Walter Lynn, Jr. was
weak and "under-nourished"
looking—ashamed to be seen
anywhere in public.
AFTER: Walter used Weider
methods and in just 14 days
put on 16 pounds, 2 1/2" on his
arms and 2 1/2" on his chest!

**IT CAN HAPPEN
TO YOU, TOO!**

IN ONLY 30 DAYS



HE GAINS 25 LBS.
BEFORE: Paul Connolly weighed
a mere 135 lbs. with
"feather" arms and a shallow
chest. He longed to be big
and strong.
AFTER: Paul put himself under
Weider methods and gained 25
pounds in 30 days,
adding 1 1/2" to his arms,
5" to his chest!

WHY NOT YOU?

MAIL THIS COUPON FOR FREE BOOK

JOE WEIDER

Dept. 43-42A
25 Maple Street
Norwood, N.J. 07648

Dear Joe: Okay, sock it to me! Rush me
your free musclebuilding information and
free "Muscle Up" book that I can use
right away to build a handsome new "Take-
Charge" body—in just 7 short weeks—in
the privacy of my own home. I'm enclosing
25¢ to cover mailing and handling costs.
I'm under no further obligation.

NAME (please print clearly) AGE

ADDRESS

CITY STATE ZIP

**YOU'RE UNDER NO OBLIGATION
— NOTHING TO BUY!**

THE STRONGEST, MOST VIRILE AND ADMIRABLE MEN ARE BUILT BY THE WEIDER SYSTEM—FAST!



WE'RE HERE!

YOU HINTED EARLIER OF A "QUEST" SORCERER--

I THINK I'D LIKE TO HEAR MORE OF IT NOW---



--SINCE WE ALL MAY DIE IN ITS FULFILLMENT.

AS I SAID BEFORE, BARBARIAN---SEEK NOT TO KNOW ALL THE SECRETS OF ELRIC OF MELNIBONÉ!

SUFFICE IT TO SAY--- IT CONCERNS A GIRL.

WHAT DOESN'T?

ELRIC... THAT LIGHTED WINDOW--

THIS SMELL OF INCENSE--

AYE, ZEPHRA. IT CAN ONLY BE---



---KULAN-GATH!

RISE, YE MISTS--YE VAPORS, BILLOW--!

SUMMON FORTH THE GREAT GREEN EMPRESS, SHE WHO---



NAY, WIZARD! MY EVIL ANCESTRESS MUST NOT RISE FROM HER WATERY TOMB.

SAY THE WORD, ALBINO, AND I'LL CARVE THE STYGIAN LIKE A PIG ON A SPIT!



STAY BACK! WHOEVER YOU BE, YOU CANNOT STOP ME NOW. YOU MUST NOT!

THE DREAM I DREAMED TOLD ME I WOULD BE SUPREME IF I AWAKENED DREAD TERHALI---

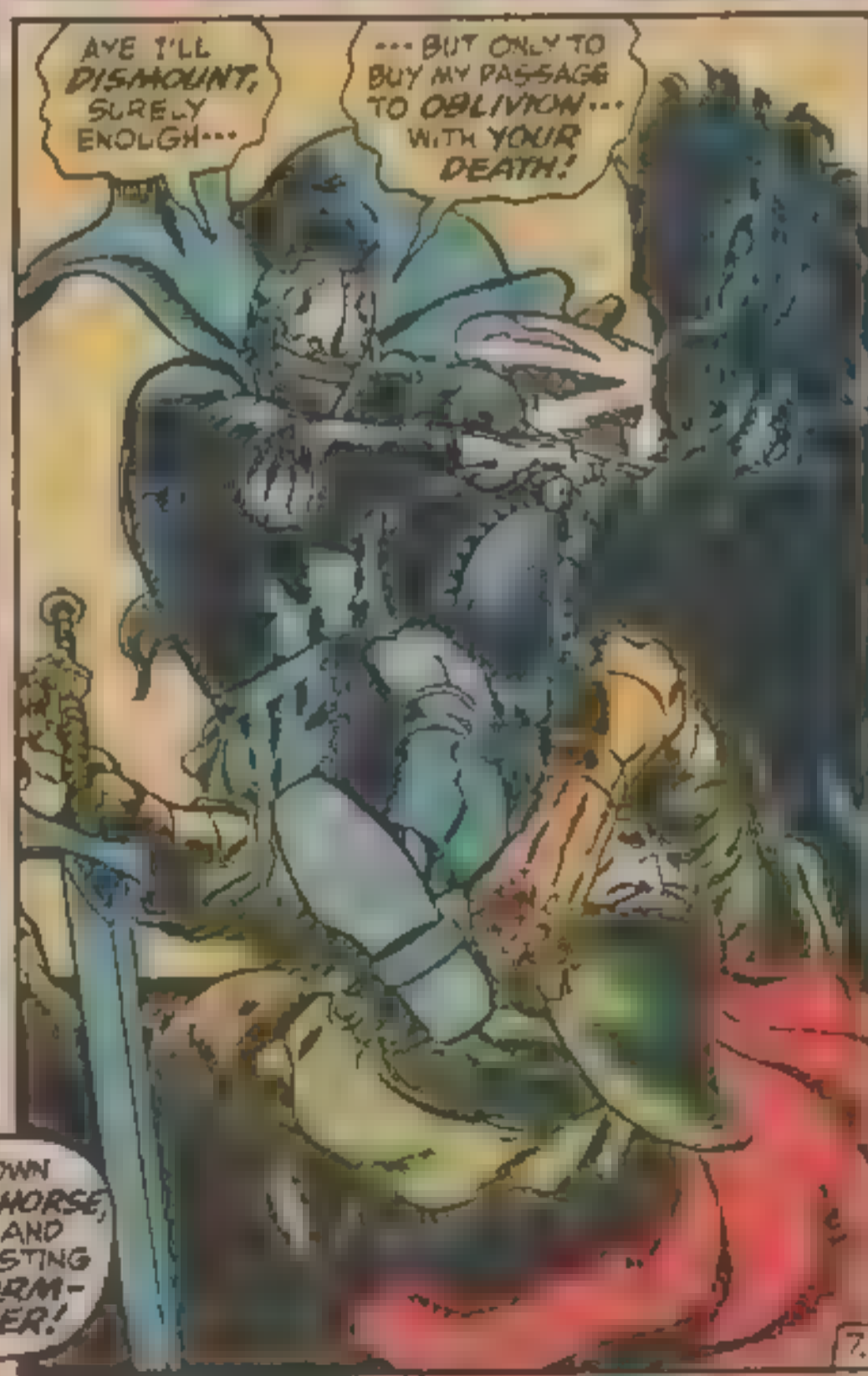
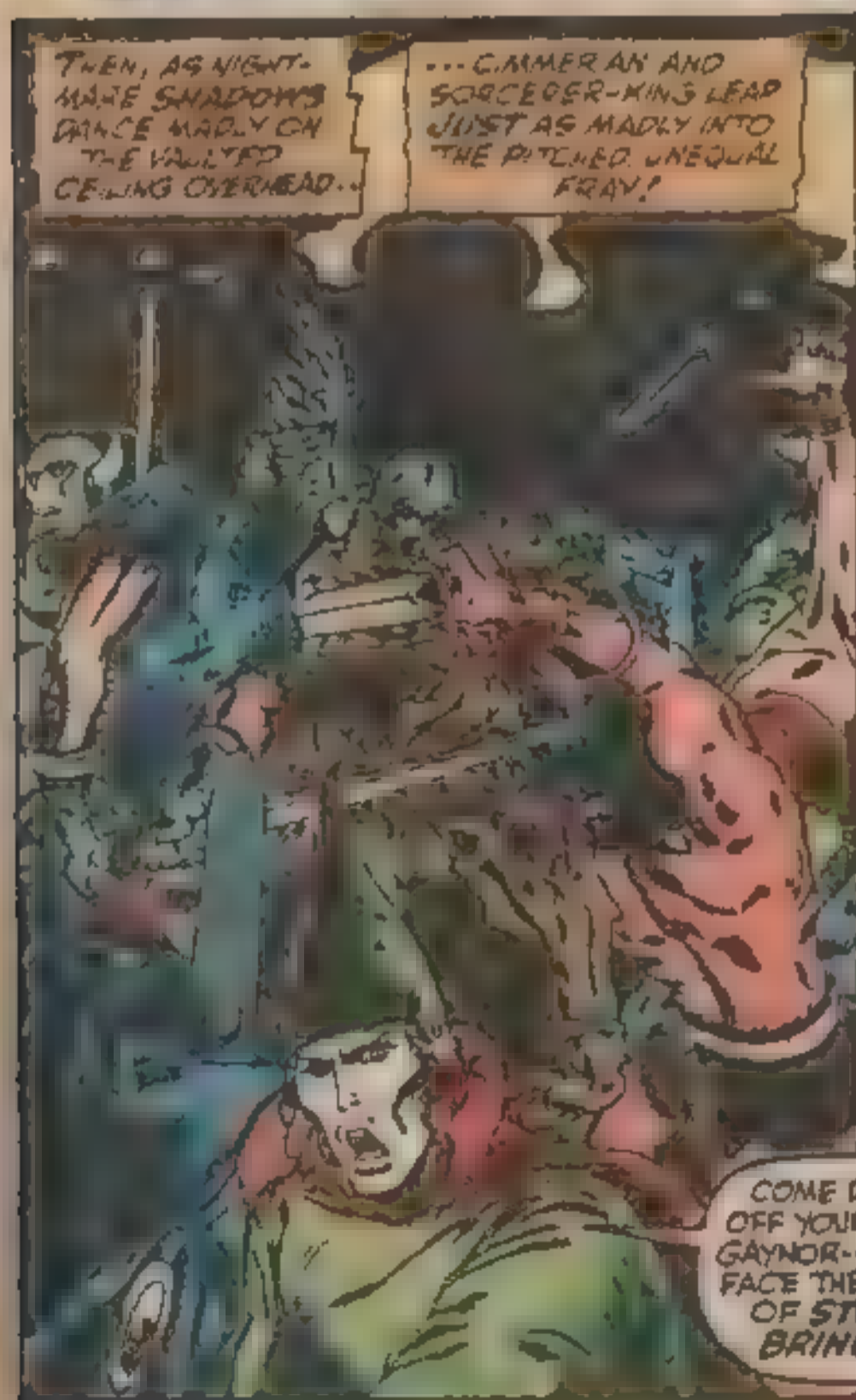
--- THAT SHE WOULD REVEAL MYSTERIES TO ME WHICH WOULD LAY LOW ALL THE KINGDOMS OF THE WEST!

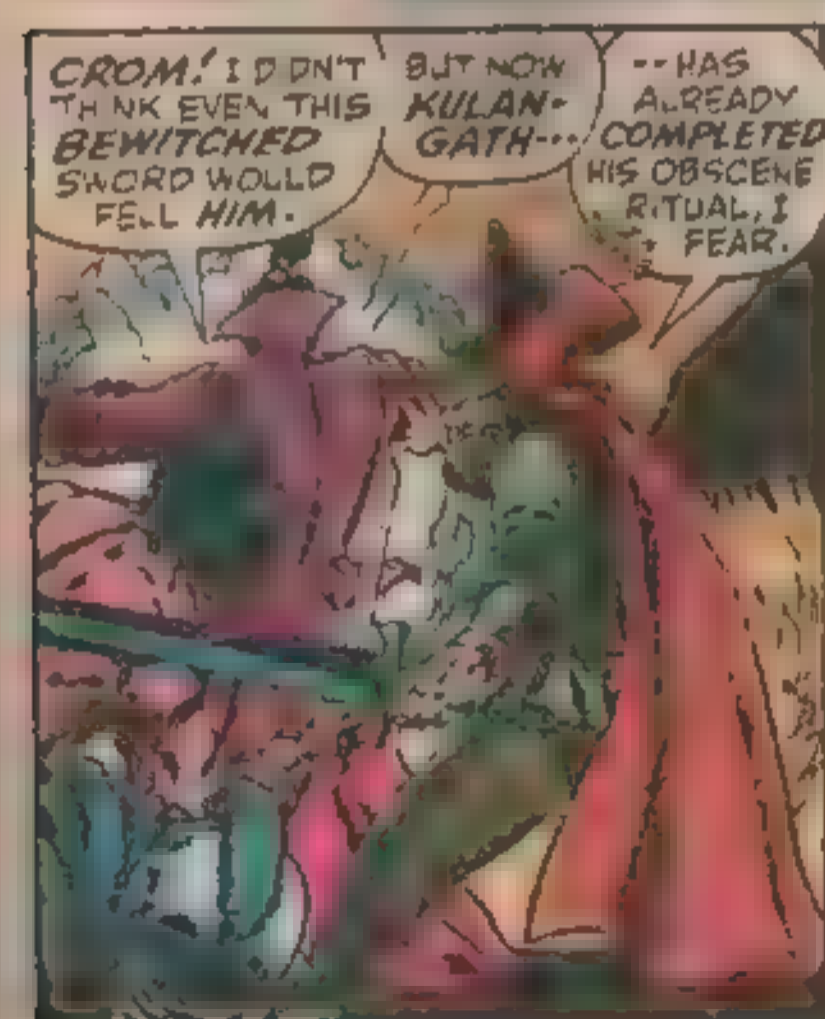
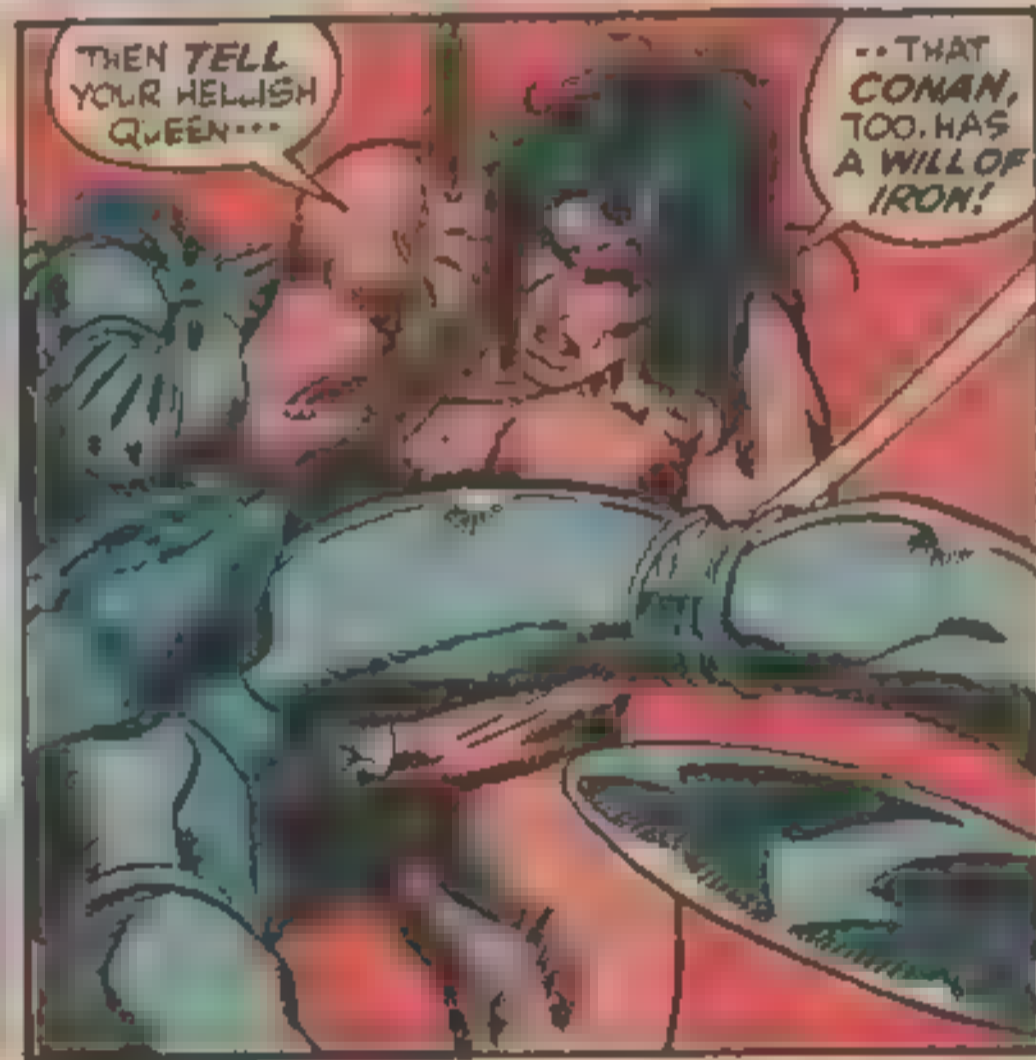
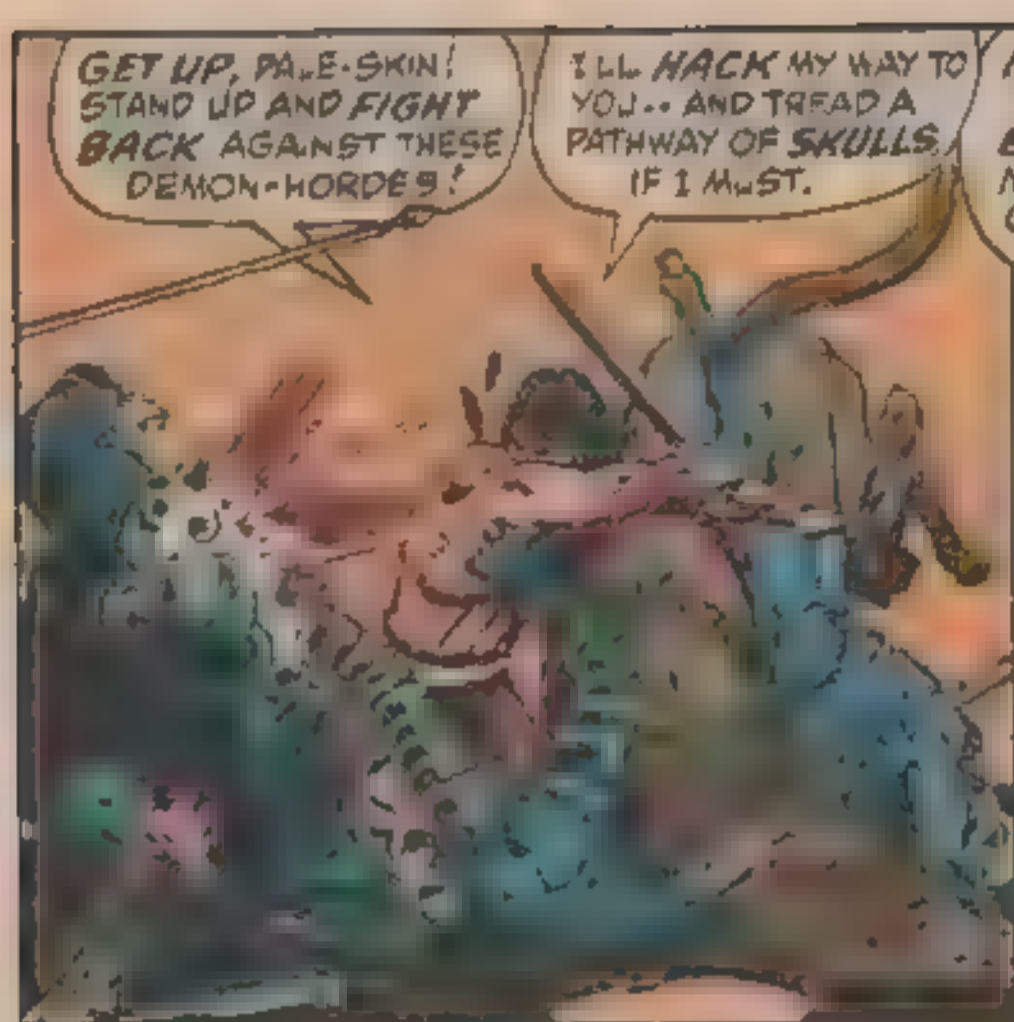
FOOL! IT WAS XIOMBARG, QUEEN OF CHAOS SWORDS, WHO BAITED YOU THUS--- TO USE YOU FOR HER OWN DARK ENDS!

I KNOW OF NO XIOMBARG! IT WAS THOTH-AMON WHO SENT YOU--- AYE, THOTH-AMON!

MY RIVAL--- THE ONLY MYSTIC IN ALL MY HOMELAND WHOSE MAGIC EXCELS MY OWN!

YET, SERVE ME, AND I'LL PAY YOU FAR MORE THAN HE! I'LL---





DO YOU NOT SEE THE
GLOWING *NIMBUS*
WHICH WRAPS LONG-
SUNKEN YAGALA IN
A BEDAZZLING
SHROUD...

...AND MAKES THE
SIGHING LAKE ITSELF
TO VAN SH LIKE WIND-
DRIVEN *MIST*...

...UNTIL AND
A BURST OF
EMERALD
BRILLIANCE
AND A CRYING
OF TOMB-COLD
WALLS...

..SHE
LIVES!

TERHALI,
GREEN EMPRESS
OF MELNIBONÉ--
LIVES!

FIFTY NOTES, NOSTALGIC NUANCES, AND NARCISSISTIC NAME-DROPPING. FEATURING NON-TOXIC NEWS OF THE NATION'S MOST NOTORIOUS NON-ENTITIES!

ITEM! It would appear that comic mags in general — and mixed-up Marvel in particular — are on the map at last! The famous NEW YORK CULTURAL CENTER recently held a critically acclaimed exhibition of comic art — and guess which company's recent masterworks held down a strategic spot therein. We'll give you a hint: it wasn't Abercrombie and Fitch! Meanwhile, for those of you who missed the intellectual goings-on Boston Book & Art Publishers has just issued a beautiful hardcover tome entitled 75 Years of the Comics as a companion volume to the exhibit. And just in case you wanna have some fun while you're waiting to see a copy, why not try guessing which pulsating pages of FF and X-MEN were chosen for repro in the tract! Have fun, pilgrim!

ITEM! Hello to Stewart STEVE ENGLEHART, who's just joined our harried little staff, where he'll be doing proof-reading, penciling, inking, scripting — and probably lettering, if somebody will lend him a spelling book! Welcome aboard, Steve — may your inkwell never run dry!

MARVELOUS MINI-ITEMS! We give up! Due to a mountain (no valley) of wildly favorable mail, we're unleashing the Indian avenger RED WOLF this month in his own many splendored mag — with art once more by SYD (The Kid) SHORES! And if you think that special issue of MARVEL SPOTLIGHT was something — wait! you see how Syd moves out in this one! • Jumbo JOHN VERPOOREN, our jet-set production chief, just got back in harness after a well-earned rest in old California. (Some rest! From the postcards we got, he must've hit every tourist spot in the whole sun-splashed state!) Oh yes, and here's an aside to all you Marvel old timers: Fabulous FLO STEINBERG says hi! • Hey classic counter, did a notice that our newest fulltime scripter GERRY CONWAY, authored six full comic mags this go-round? Welcome aboard, Ger — you're now as inundated with work and wonderment as even STAN and ROY! • Our peerless publisher, Merry MARTY GOODMAN, has been so happy about the reception you frantic ones have given our latest issues that he tossed an impromptu party for the whole blamed Bullpen at one of NYC's swingiest eateries! Best part of the whole evening was that everybody had such a great time — nobody made a speech! • Remember our telling you about the annual Halloween Parade held in Rutland, Vermont? Well, this year there were so many Marvel heroes in attendance that they took up two floats, no less! Biggest kick for Rascally ROY THOMAS, who was garbed as our friendly neighborhood wall-crawler, was seeing one excited fan dressed up as a certain red-and-blue-clad superstar published by our Distinguished Compulsion — but jumping up and down ecstatically, yelling "SPIDER-MAN! SPIDER-MAN!" • That's it, people!

STAN LEE'S SOAPBOX

Let's try something different this month. Instead of me laying it on you with the usual panoply of punctious phrases, we'll follow the old adage of a single picture being worth a thousand words — and if this picture doesn't fill the bill, may Forbush forgive me.



His name is LUKE CAGE — and being a HERO FOR HIRE is his thing! We've put it all together for you in the first sensational issue of our newest superhero mag, on sale right about now. I don't want you to think I'm hitting you with a lot of hard-sell, but as one Believer to another, even if it means foregoing Milk the Mode this month, don't dare miss LUKE CAGE: HERO FOR HIRE! He's really something else!

Excelsior

Stan

MIGHTY MARVEL IS ON THE MOVE AGAIN!!

THE MIGHTY MARVEL CHECKLIST
Now on sale

FANTASTIC FOUR #122: The wondrous wind up! The Silver Surfer teams up with the FFI! But how long can even they survive against the combined power of Gabriel — and Galactus?

SPIDER-MAN #108: Spidey fights his greatest battle — to save Flash Thompson from a sinister Death-Cult! And then

— but see for yourself, pilgrim!

THOR #199: The legions of Pluto battle the hordes of Heia — for the soul of all father Odin! And Thor must choose between them! Suspense without equal!

AVENGERS #99: Hawkeye returns to the fold! Hercules in torment! This one paves the way for perhaps the greatest hundredth issue of all!

HULK #151: They call it — the Crawling Unknown! And it's the one thing so loathsome — so mind-shattering — that even ol' Greenskin can't stop it!

CAPTAIN AMERICA and THE FALCON #149: Cap's long-awaited rematch with the blockbusting Batroc! And wait! If you learn the Leaper's new secret identity! **DAREDEVIL #87:** DD and the Widow hit San Francisco! And nobody's minding the welcome wagon, but — Electro! A titanic turning point, ish!

SUB-MARINER #49: This is it! The fearful finale to the three-way war between Namor, Modok, and a desperate Dr. Doom. More we gotta tell ya?

IRON MAN #46: The golden Avenger — implicated in murder! The attack of the superhero called the Guardsman! And then — death deals a hand. Don't miss it!

AMAZING ADVENTURES #12: The Beast is back — and Iron Man's after him! Plus — more secrets behind the mutant that walks like a man — and looks like a monster!

CONAN THE BARBARIAN #15: Conan and Elric — alone against the slashing swords of Chaos! Barry's artwork alone is worth the bread — and oh, that Moorcock/Thomas story!

MARVEL TEAM UP #2: Spidey and the ever-torrid Human Torch mix it up again, when our way-out web-spinner joins — the Frightful Four! Shock city!

TOMB OF DRACULA #2: London! Midnight! Count Dracula stalks the city, in search of his purloined coffin — and death waits for any who stand in his way!

MARVEL PREMIERE #2: The mangod called Warlock — in cataclysmic combat with Rhoden and the Hounds of Helios! Names grab ya? So will the story, believe it!

CREATURES ON THE LOOSE #17: Gullivar Jones, Warrior of Mars — facing the Spider Swarm at the end of the River of Death! Far out fantasy at its finest!

SGT. FURY #98: You asked for it — you demanded it — and now you've got it! Nick Fury's battlin' buddy leads his own attack squad — "Dum Dum's Deadly Dozen!"

RED WOLF #1: The masked avenger of the plains is back — with a vengeance! Whether you crave western action — or superhero thrills — you can dig it!

HERO FOR HIRE #1: This month's Soapbox says it all! But you'll say even more after you step up and shake hands with — Luke Cage!

THE HYBORIAN PAGE

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A MIXED BAG OF MIND BOGGLING MISSIVES This issue marks Barry Smith's final appearance as regular artist of CONAN THE BARBARIAN—at least for the time being.

No, no—put away those bombs and brickbats, friends and nee-bors—'tis no vile plot of Marvel Comics' playing games of musical chairs with the artist of one of comicdom's most unique strips, but rather the decision and request of Barry himself. For personal reasons, our Shazam-winning young Britisher feels that he would—~~he~~ to move on to other features—and so Stan and Roy (and the rest of Marveldom, we trust) can only concur and wish Barry the best of luck on THE AVENGERS and other enterprises he'll be producing in the near and far future. The lad wanted to go out with a bang, however—hence he finished this Michael Moorcock plotted two-parter, a comic-book event in and of itself, before bidding the mad a regretful adieu.

Starting next issue, gregarious Gil Kane will be teaming up with Roy Thomas (and a special surpriseinker whose work we think you'll dig to continue the reign of the first and only successful sword-and-sorcery comic magazine of all time!

By a weird coincidence, this seems—~~like~~ the best of times (if such there be at all—for changing artists on the strip, since we'll soon be chronicling the adventures of Conan as he leaves the barbarian thief phase of his life and becomes (as his creator Robert E. Howard originally intended) a mercenary soldier and arduous wanderer, in a series of tales adapted from the pen of the great REH himself.

And one final burst of good news: that forthcoming issue is scheduled to herald CONAN's return to regular monthly publication. So stick around, swordsman—once-a-month wonderment's on the way again.

Dear Marvel Bunch,

I would feel terribly remiss if I didn't write in to congratulate Roy, Barry, and Sal on CONAN #11. I derived a great deal of pleasure from the story and art of "Rogues in the House." Roy Thomas' adaptation was quite faithful to the original, and maintained Howard's same chilling mood—a difficult feat well done!

The quality of Barry Smith's art is what really set me off, though. His work has been steadily improving from the start, and I must say that I found this set of drawings particularly pleasing. Barry's picture concepts are terrific and the amount of rich detail (and Sal Buscema's embellishment thereof) are awe-inspiring. Though I've never illustrated a full comic, I've done a few short comic tales, illustrated pups, and worked on the Tarzan strip. I know what work went into CONAN #11!

Please accept my compliments on a superb piece of work.

William Stout, 2003 N. Beachwood Dr. #11
Hollywood Calif 90068

Compliments acknowledged, Bill—and we hope that one day soon we're acknowledging still another letter from you talking about an issue of CONAN which has surpassed even our epic eleventh issue, which has probably garnered as much overwhelmingly favorable mail as any mag which mighty Marvel ever published.

Conan's life being what it was (in the world of fiction, anyhow), it'll be a while before Roy and Gil are able to adapt any more actual Conan prose into comics form—but they have some other REH adaptations coming up which'll move and shake you, beginning with next issue's tale—"The Gods of Bal-Sagoth!" See you then, right?



Dear Sirs:

Take it from a true sword-and-sorcery fan, CONAN THE BARBARIAN is a masterpiece! Like so many before me, I have found it impossible to remain silent about the marvelous job you've done with this magazine. I have been a fan of Robert E. Howard for time time, and I've longed to see his greatest creation in illustrated form. Now it has happened, thru the fantastic work of Marvel Comics. The artwork by Barry Smith in CONAN #11 is really something else! But I guess that goes for every CONAN mag published so far (and I haven't missed one).

Having read and re-read the REH novels, I expected (sorry Stan, Roy, and Barry) the worst. Instead I found an overall job which I think anyone else would be hard put even to equal, let alone surpass. No more lack of faith from this Marvel tel.

Now that you have had so much success with Conan and Kull, have you thought about branching out into other Howardian characters? Things could really be done with Bran Mak Morn and Solomon Kane. Not to mention Esau Carn (A murc) and Breckinridge Elkins from Bear Creek. How about considering it, at least?

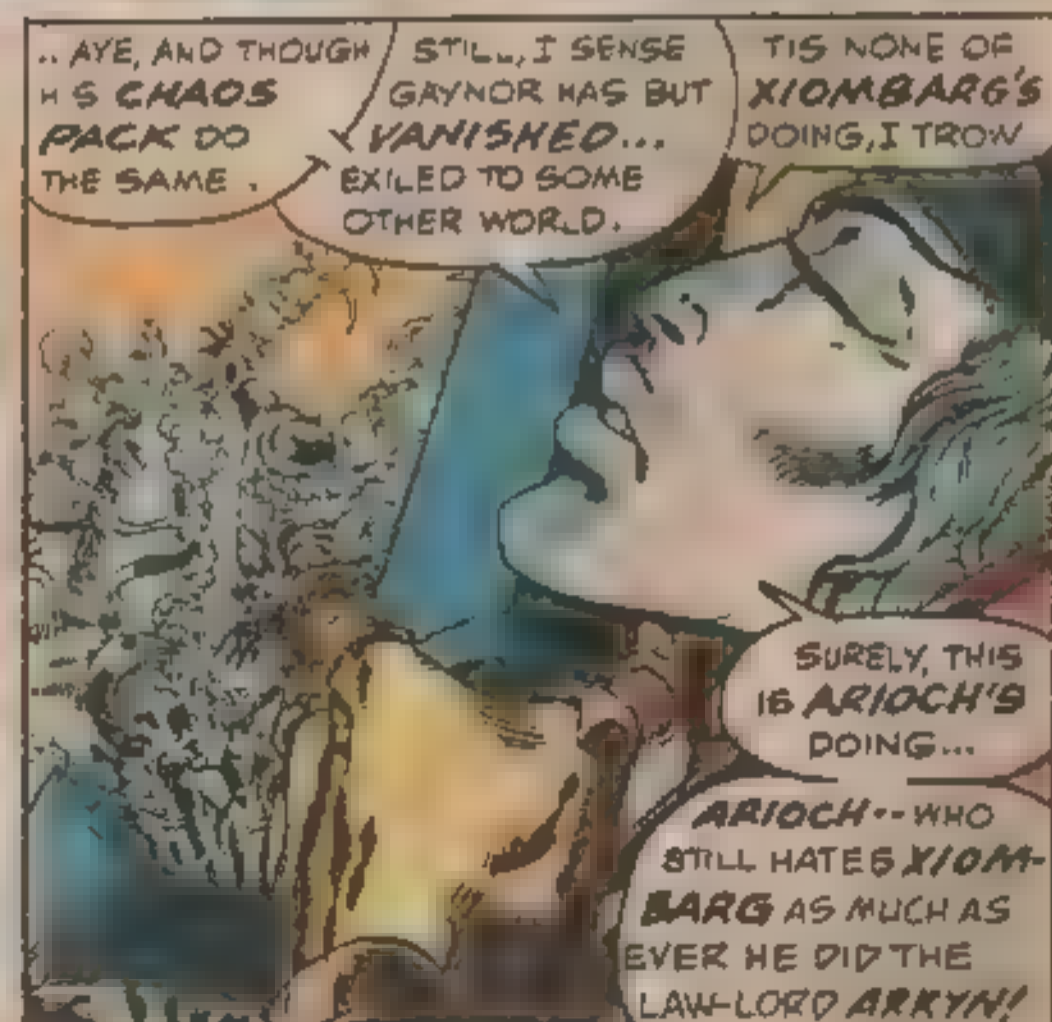
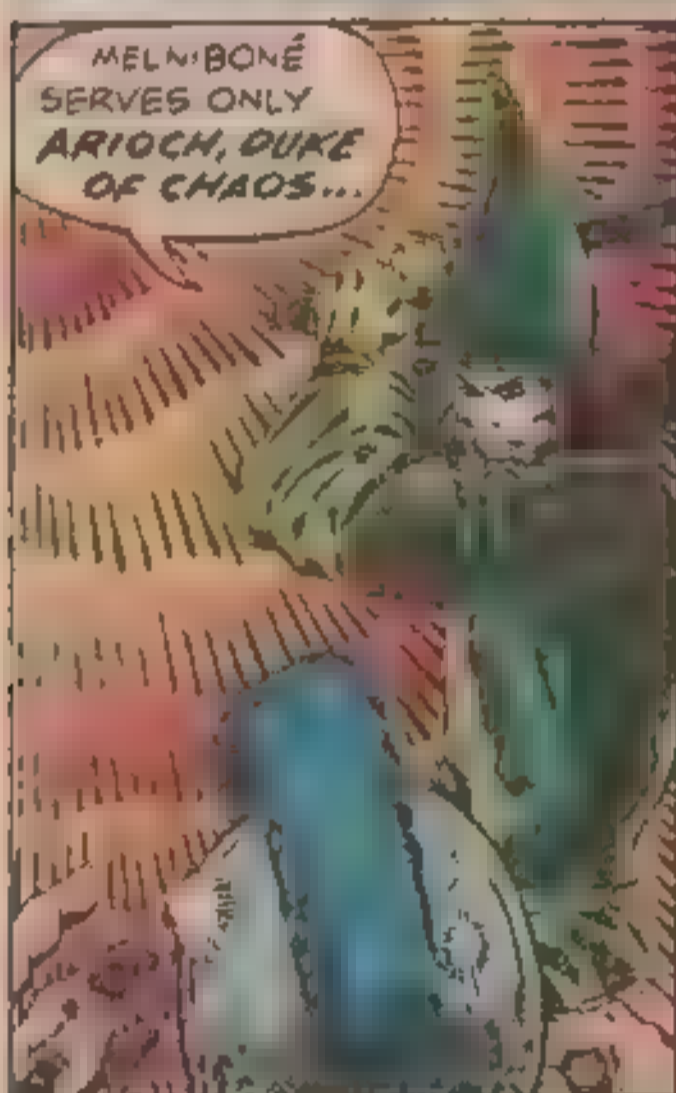
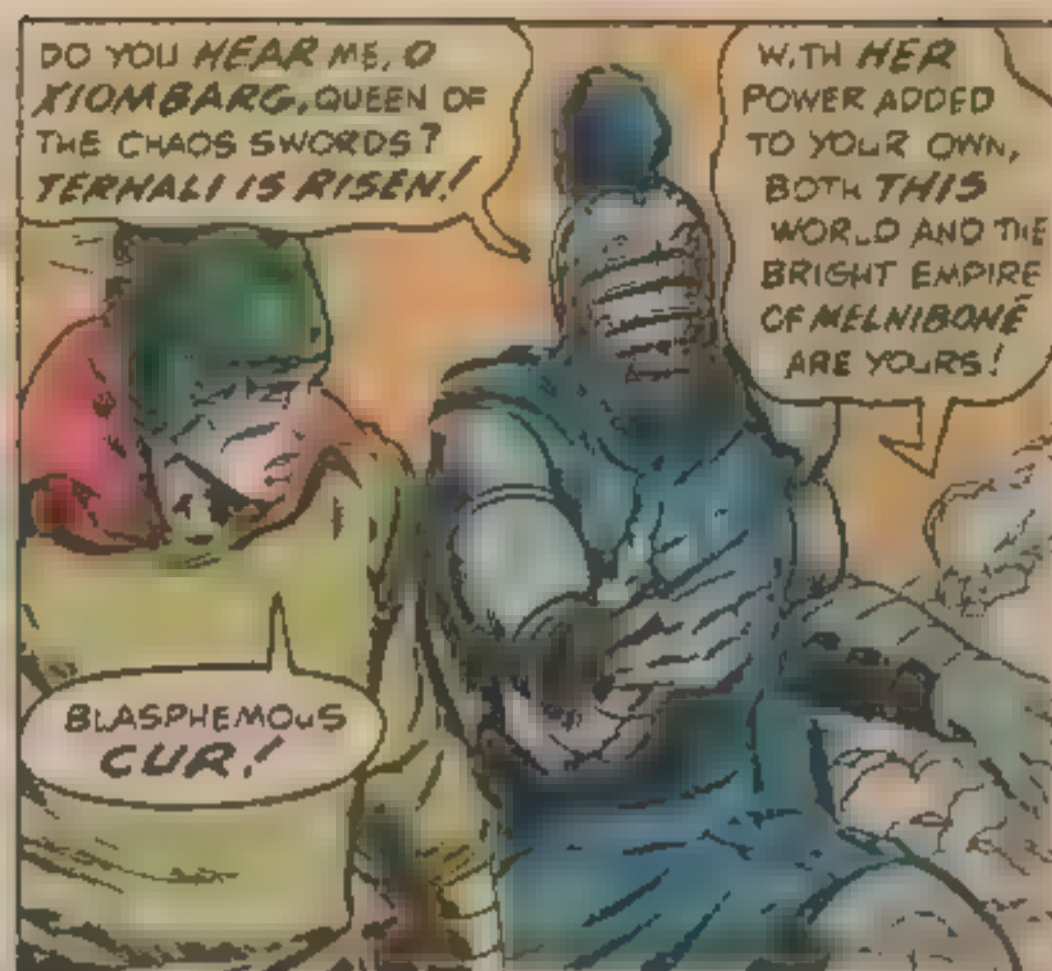
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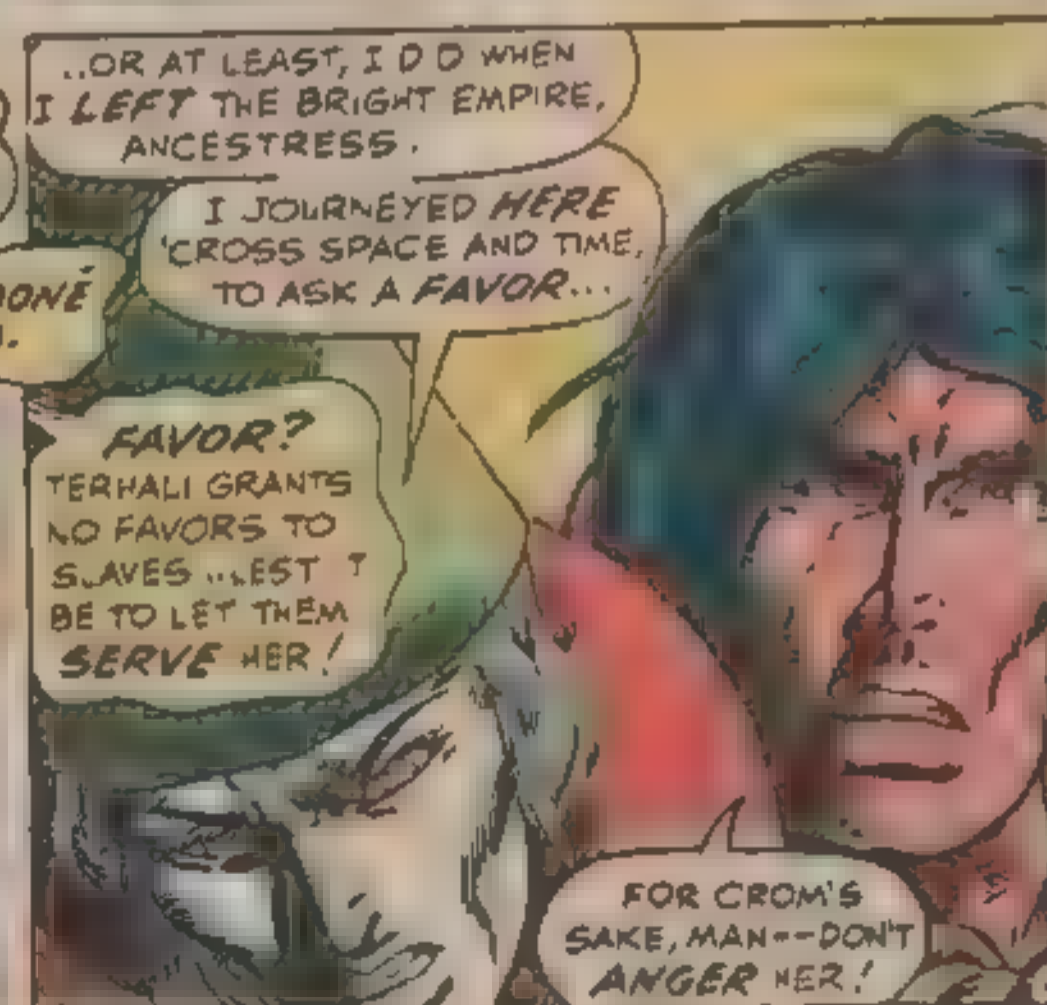
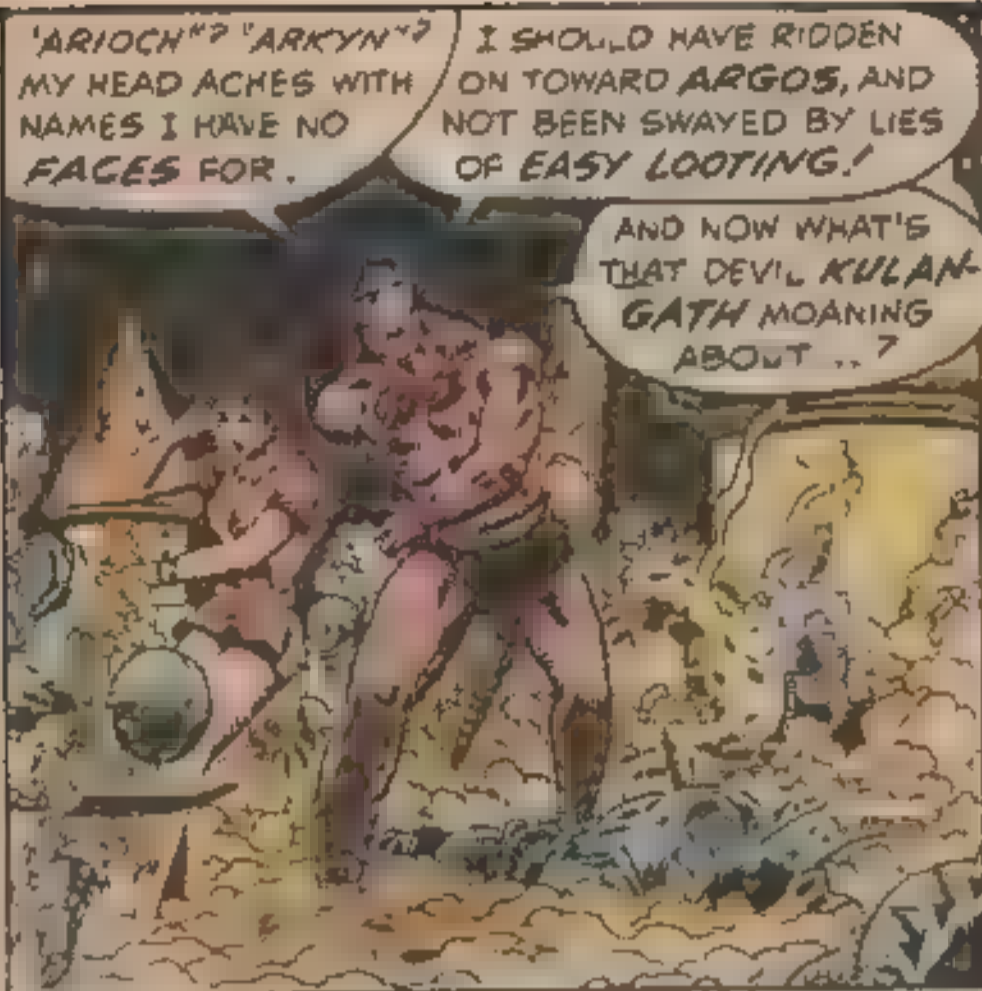
We've gone a bit further than that, friend. Not only is Kull back in harness as the lead feature in MONSTERS ON THE PROWL (and don't be too surprised if he's got his own mag any day now!), but Roy is hard at work with genial Gene Colan on an adventure starring Solomon Kane, the Puritan swashbuckler who was one of REH's earliest creations. As for any of the other Howard heroes you mention above, lad—well, let's just wait and see, shall we? In the meantime, sneak a peek at the current issue of CREATURES ON THE LOOSE and its spanking new feature "Gullivar Jones, Warrior of Mars," and see if it'll keep you out of the pool hall till Brack Elkins and Bran Mak Morn come galloping along...

KNOW YE THESE, THE HALLOWED RANKS OF MARVELDOM:

R.F.O. (Real Frantic One)—A buyer of at least 3 Marvel mags a month.
T.T.B. (Titanic True Believer)—A divinely-inspired "No Prize" winner.
Q.N.S. (Quite "Nuff Saver)—A fortunate frantic one who's had a letter printed.

K.O.F. (Keeper Of the Flame)—One who recruits a newcomer to Marvel's rollickin' ranks.
P.M.M. (Permanent Marvelite Maximus)—Anyone possessing all four of the other titles.
F.F.F. (Fearless Front-Facer)—An honorary title bestowed for devotion to Marvel above and beyond the call of duty.







TOO LATE, FOOLS!
I AM ALREADY
ANGERED.

WELL THEN, WE
SHALL HAVE TO
SEE IF A LIVING
KING...

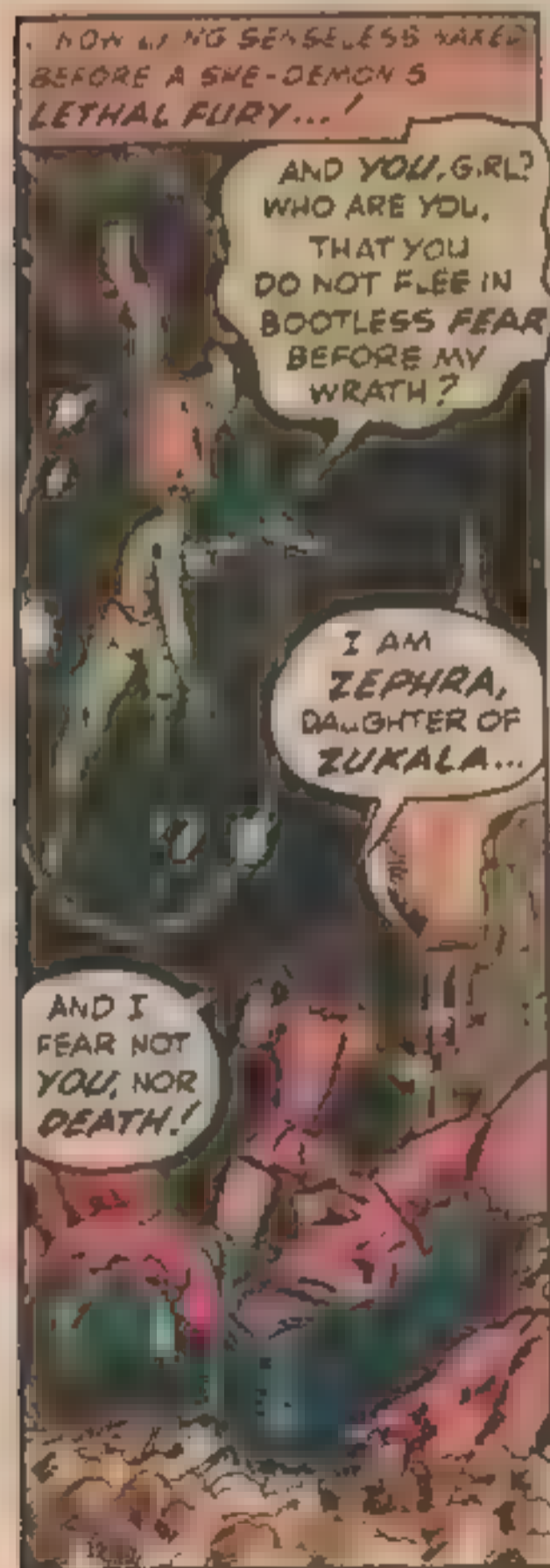
...CAN SLAY
A QUEEN
WHO SHOULD
BE DEAD!

I'LL STRIKE
AS WELL,
ELRIC...



TWO SORCEROUS BLADES: STRIKING
ALMOST AS ONE THE AURA WHICH
SHIMMERS ABOUT THE GRIM GREEN
EMPRESS

TWO PAIN-WRACKED MEN: TOSSED
BACK AS THOUGH STRUCK BY SUDDEN
LIGHTNING...

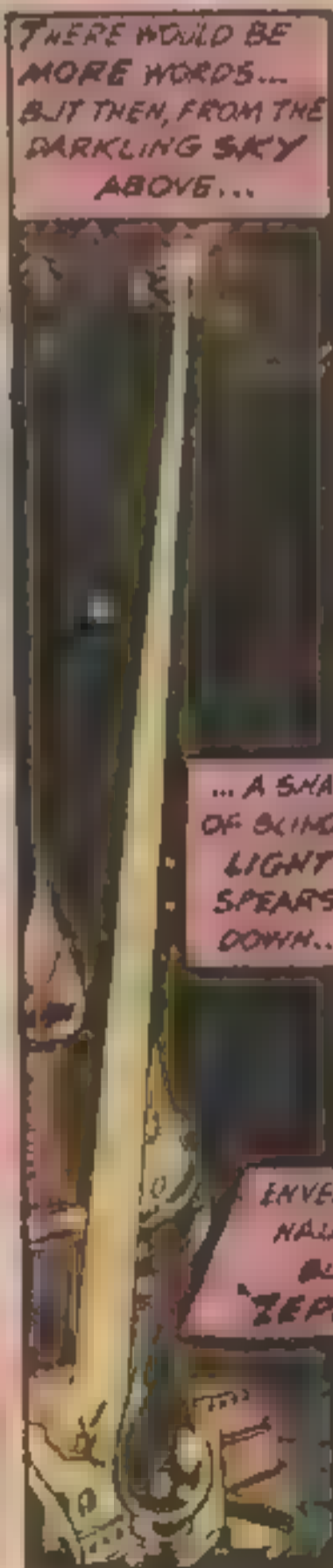


NOW NO SENSELESS WAKED
BEFORE A SHE-DEMON'S
LETHAL FURY...

AND YOU, G.R.L?
WHO ARE YOU,
THAT YOU
DO NOT FLEE IN
BOOTLESS FEAR
BEFORE MY
WRATH?

I AM
ZEPHRA,
DAUGHTER OF
ZUKALA...

AND I
FEAR NOT
YOU, NOR
DEATH!



THERE WOULD BE
MORE WORDS...
BUT THEN, FROM THE
DARKLING SKY
ABOVE...

... A SHAF
OF BLINDING
LIGHT
SPEARS
DOWN...

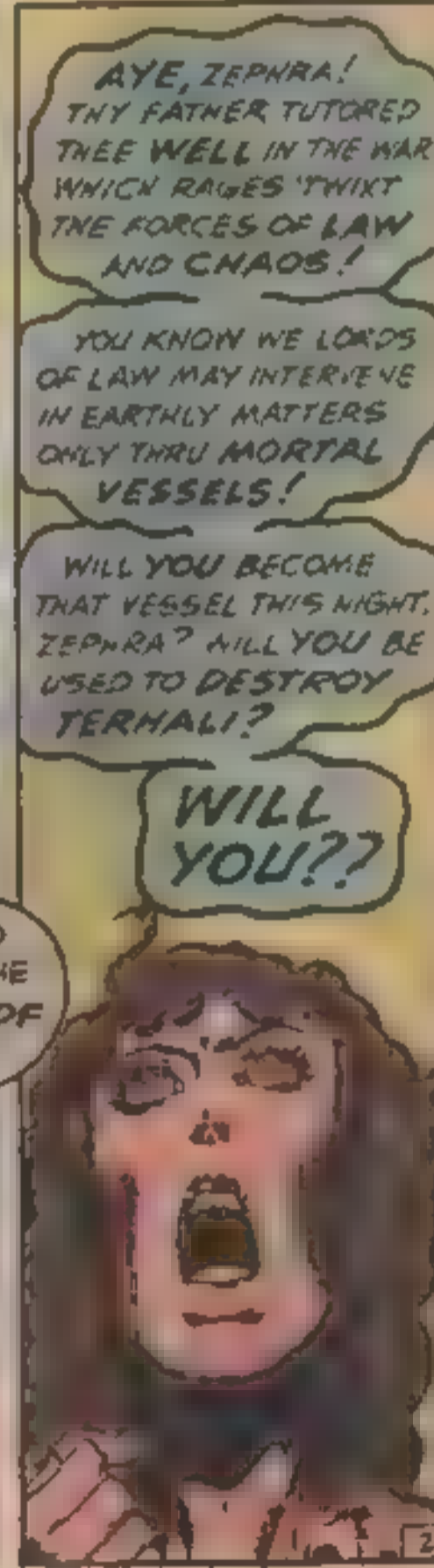
ENVELOPING
NAUGHT
BUT
ZEPHRA....!



ELDRITCH
MAGIC! I
KNOW THE SIGNS
WELL! BUT
WHO--?

IT
IS--
ARKYN!

HE WHO
RULES THE
LORDS OF
LAW!



AYE, ZEPHRA!
THY FATHER TUTORED
THEE WELL IN THE WAR
WHICH RAGES 'TWT
THE FORCES OF LAW
AND CHAOS!

YOU KNOW WE LORDS
OF LAW MAY INTERVENE
IN EARTHLY MATTERS
ONLY THRU MORTAL
VESSELS!

WILL YOU BECOME
THAT VESSEL THIS NIGHT,
ZEPHRA? WILL YOU BE
USED TO DESTROY
TERHALI?

WILL
YOU??

THEN, AS TIME SEEMS TO STAY ITS TREAD, THE LAW-LORD'S WORDS ARE HEARD IN FAR-OFF PLACES...

...IN THE NETHERWORLD CHAMBER OF QUEEN XIOMBARG...

ARKYN SEEKS TO THWART THE WORK OF UNTOLD EONS.

HE DES RES HYBORA AND MELN BONÉ FOR HIS OWN, BUT THEY ARE MINE--MINE!

AND IN THE ORDERED GARDENS OF THE WIZARD ZUKALA IN DISTANT KOTH...

NO, MY LORD ARKYN-- YOU MUST NOT DO THIS THING!

SUCH POWER AS YOU WOULD BESTOW IS TOO GREAT FOR MORTAL FLESH TO CONTAIN.

YOU WILL KILL HER-- KILL MY DAUGHTER!

BUT E RODES DIE, MUTED, IN MOONS AND STARS...

WHILE IN THE GREEN AND GROWING SILENCE ZUKALA HEARS NAUGHT BESIDE HIS OWN SAD HEARTBEAT...

AND A BREEZE WHICH WHISPERS IN A TONGUE UNKNOWN...

AS, MANY LEAGUES HENCE, ZEPHRA GIVES HER ANSWER

I AM YOUR SERVANT, LORD ARKYN

DO WITH ME--AS YOU WILL!

BY ALL THE GODS OF MY BLACKSMITH FATHER!

IS THE GIRL-- ON FIRE??



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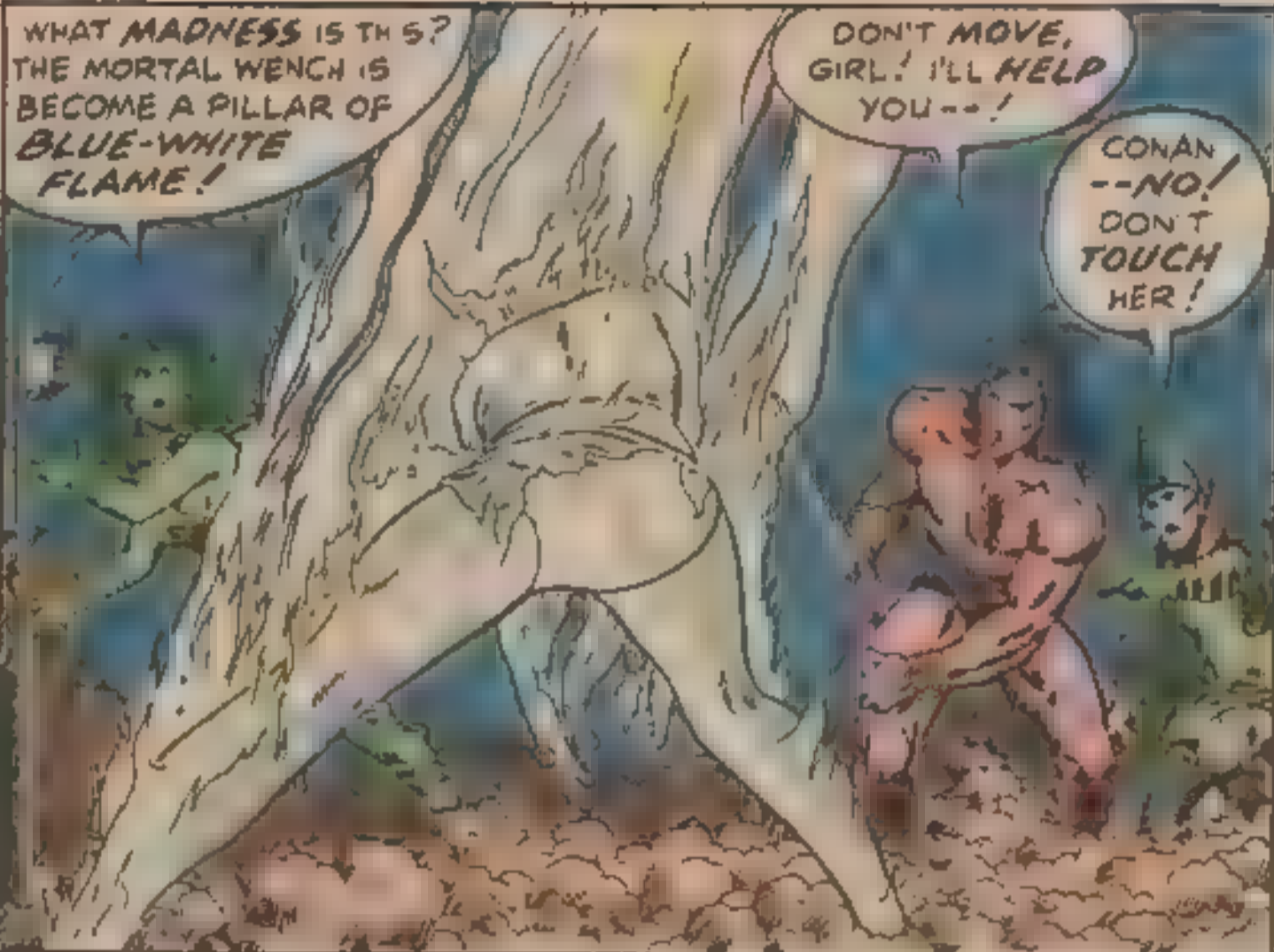
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WHAT MADNESS IS THIS?
THE MORTAL WENCH IS
BECOME A PILLAR OF
BLUE-WHITE
FLAME!



DON'T MOVE,
GIRL! I'LL HELP
YOU--!

CONAN
--NO!
DON'T
TOUCH
HER!

ELRIC SPEAKS
--THE TRUTH,
CONAN. YOU--
CANNOT
HELP--ME

NO LONGER--AM I
IEPHRA. NO
LONGER AM I--
ZUKALA'S
DAUGHTER.

NOW AM I
THE AVENGER
OF ARKYN--



--SHE WHO
WOULD DEAL
DEATH TO
DEATHLESS
TERNALI!

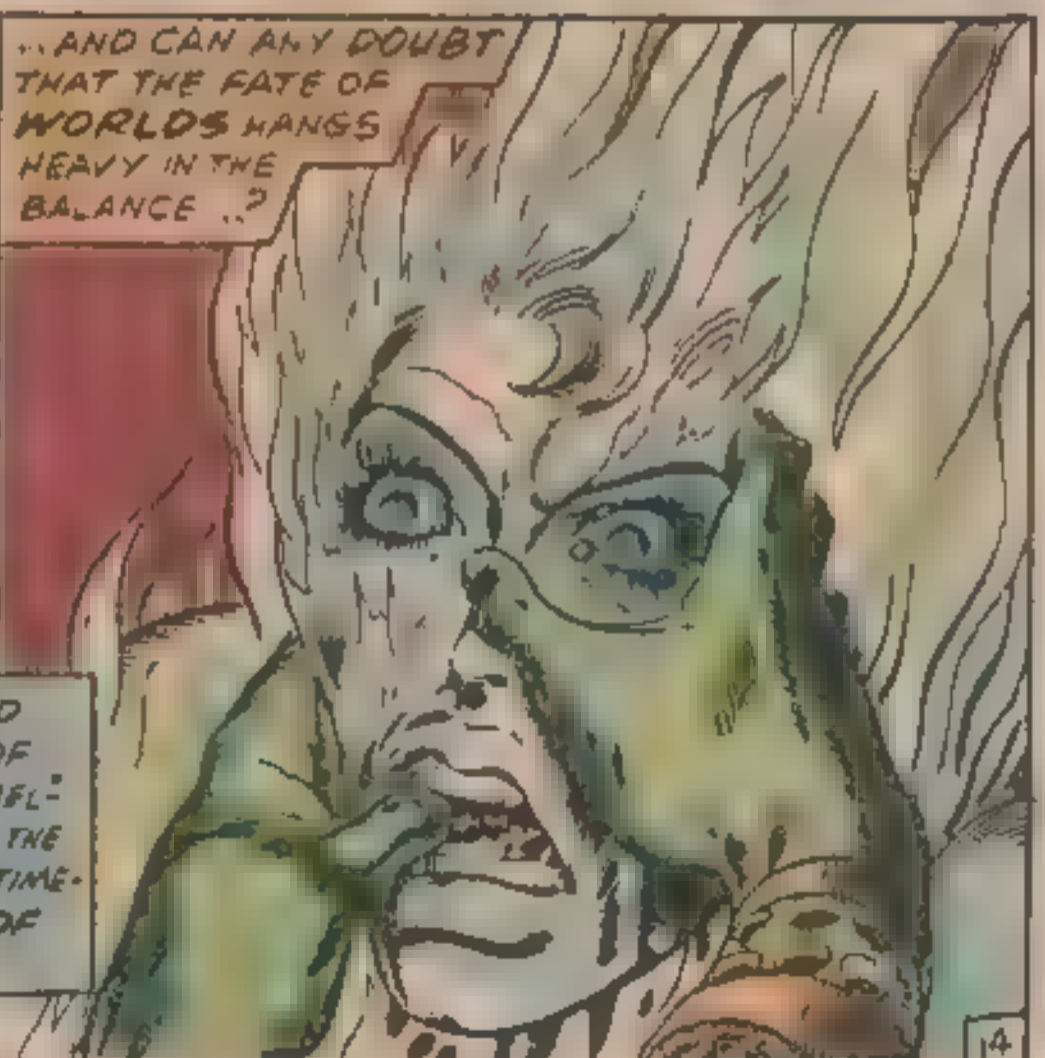
STAY BACK--
BACK--!!



THEN, ALBINO AND BARBARIAN WATCH, AGHAST,
AS WOMAN OF FIRE GRAPPLES OVERHEAD WITH
SORCEPERS OF NELLISH GREEN...

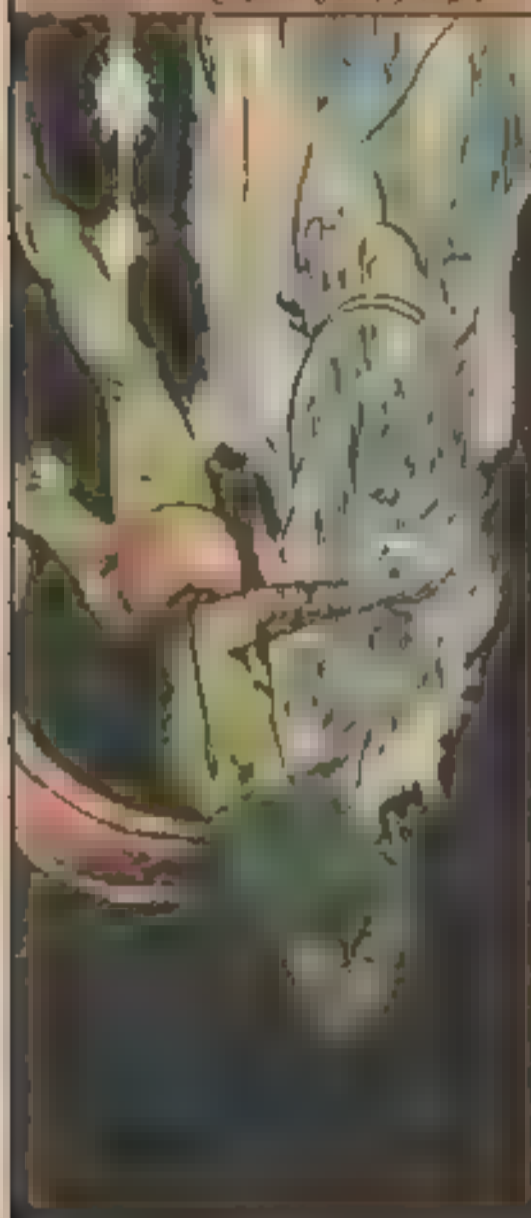


...AND CAN ANY DOUBT
THAT THE FATE OF
WORLDS HANGS
HEAVY IN THE
BALANCE...?



...AS AGE-OLD
MAGIC OUT OF
MYSTERIOUS MEL-
NIBONÉ MEETS THE
POWER OF THE TIME-
LESS LORDS OF
LAW...

FIRST, THE THING WHICH
ONCE WAS ZEPHRA SEEMS
TO GET THE UPPER HAND.



THEN, THE GRIM-
MOUTHED GREEN
EMPRESS ..



...AND ALWAYS, THE SKY IS LIT WITH BRILLIANT
FIRE AND BANSHEE SCREAMS....!



I TELL
YOU, ELRIC
--WE'VE GOT
TO STOP THIS
BATTLE!

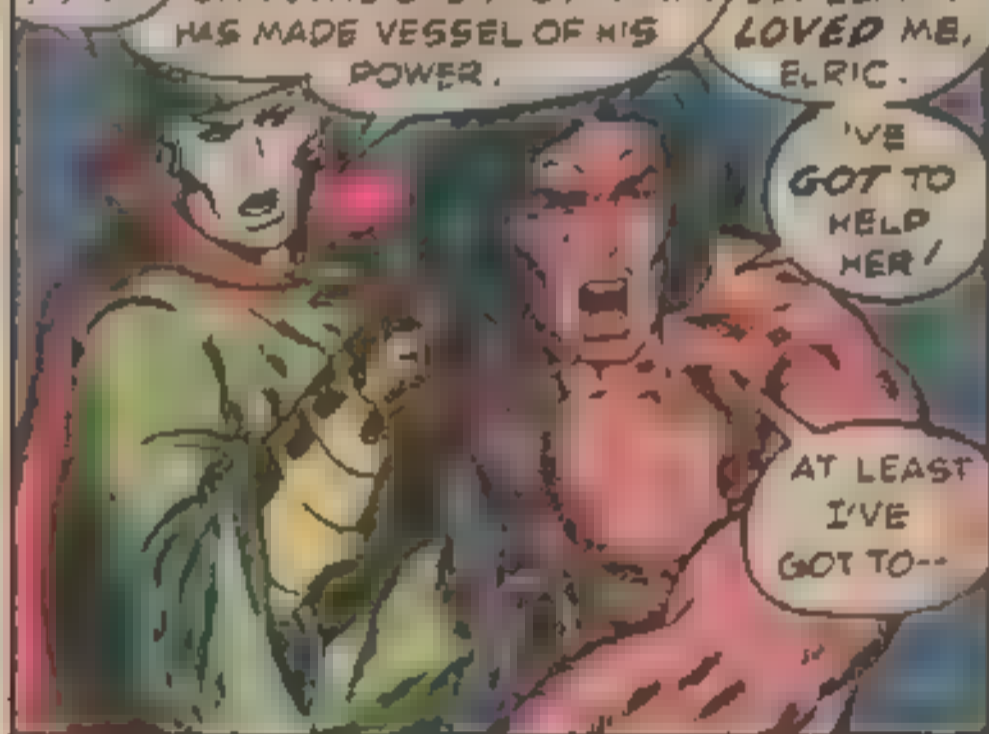
STOP
IT?
HOW,
MAN?

EVEN MY BLADE **STORM-
BRINGER** COULD NOT
PIERCE TERHALI'S FLESH--
OR INJURE ONE WHOM ARKYN
HAS MADE VESSEL OF HIS
POWER.

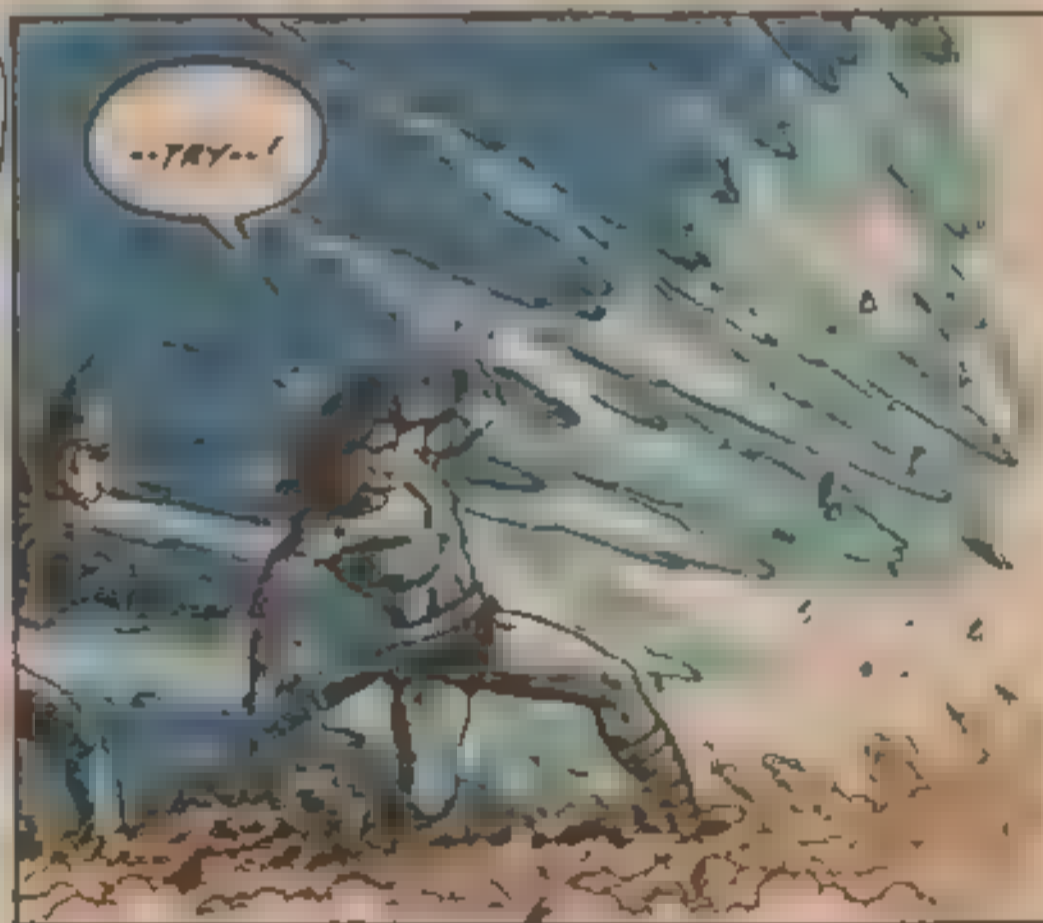
I'M A LAND-
LESS, WANDER-
ING FOOL--
BUT ZEPHRA
LOVED ME,
ELRIC.

I'VE
GOT TO
HELP
HER!

AT LEAST
I'VE
GOT TO--



--TRY--!



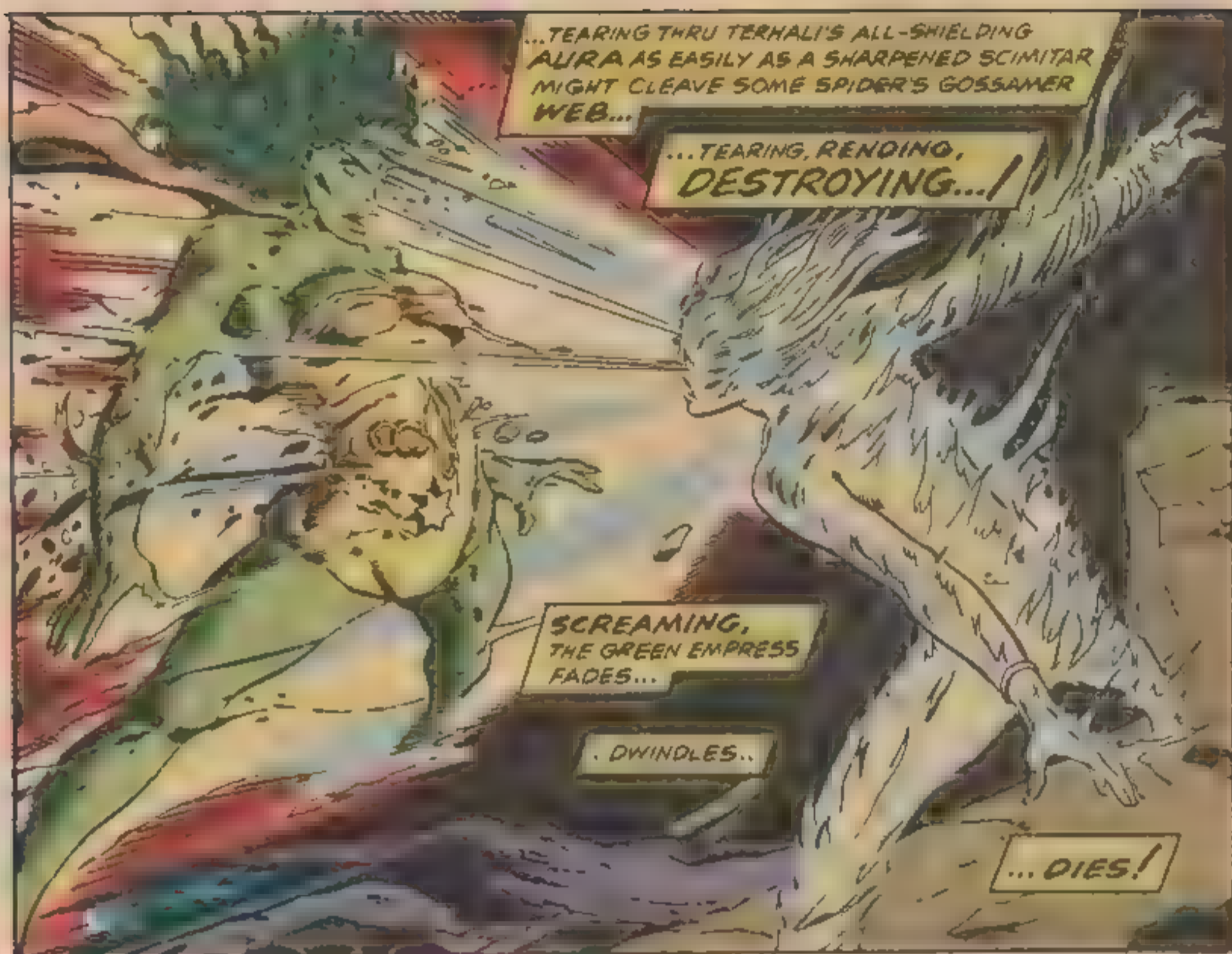
ONE MOMENT A BLAZING HAND
FINDS TERHALI'S EMERALD
THROAT, AND GRIPS HER AND
SCREAMS CRY..



THE NEXT: TWIN
BEAMS OF MATCH-
LESS RADIANCE
STAB LIKE BLUE-
WHITE SWORDS
FROM ONCE-
ZEPHRA'S EYES...



CONTINUED AFTER NEXT PAGE



...TEARING THRU TERHALI'S ALL-SHIELDING
AURA AS EASILY AS A SHARPENED SCIMITAR
MIGHT CLEAVE SOME SPIDER'S GOSSAMER
WEB...

...TEARING, RENDING,
DESTROYING...

SCREAMING,
THE GREEN EMPRESS
FADES...

...DWINDES...

... **DIES!**



YET IF THE MAYFLY BE
BUT THE CREATURE OF A
SINGLE DAY ..

.. THEN HOW MUCH LONGER
MAY ENDURE SHE WHO IS BUT
PLAYTHING OF THE FICKLE
GODS...?

TERHALA!



THE LORDS
OF LAW HAVE
WON ANOTHER
GREAT
VICTORY,
IT SEEMS ..



COME, CONAN. YOU
CAN DO **NO MORE**
FOR THE ONE WHO
CALLED YOU .
"BELOVED."

SHE IS DEAD
...AND WE
STILL
LIVE!



BUT FOR
HOW LONG,
LORD ARKYN?

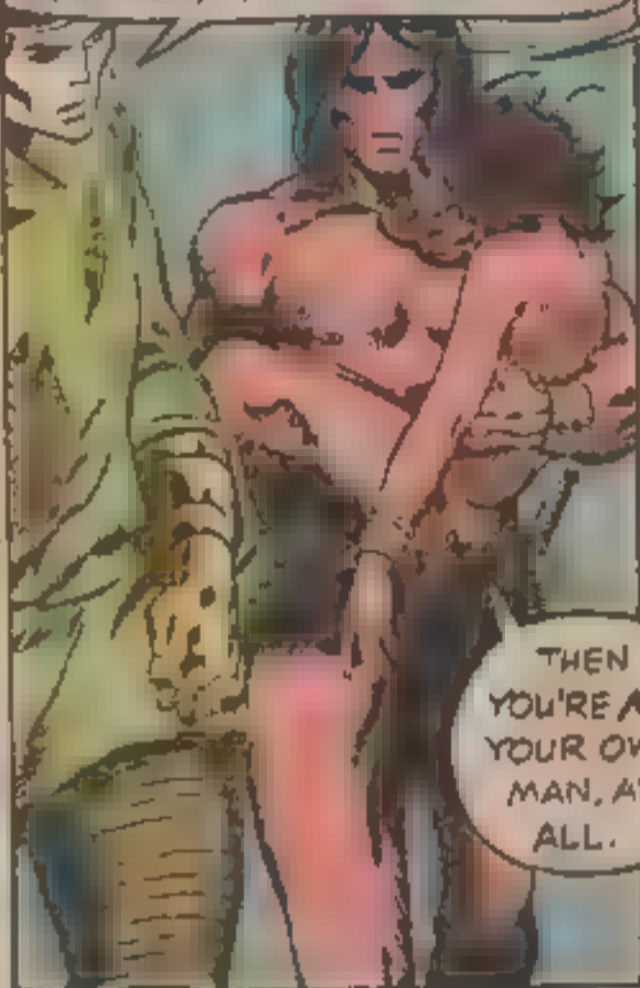
HOW
LONG?

YOUR GOD
WINKS OUT
OVERHEAD,
ELRIC. HE'S
GONE.

NOT MY GOD, CONAN. I SERVE
THE CHAOS-LORD **ARIOCH**--
HIS **FOEMAN**, REMEMBER?

MY HEAD SPINS WITH
REMEMBERING. YOU FOUGHT
AGAINST THE HORDES
OF CHAOS THIS DAY...

I STEAL **SOULS** WITH MY SWORD,
FOR **ARIOCH** TO DEVOUR. OTHER
THAN THAT, I AM **MY OWN MAN**.



THEN
YOU'RE **NOT**
YOUR OWN
MAN, AT
ALL.

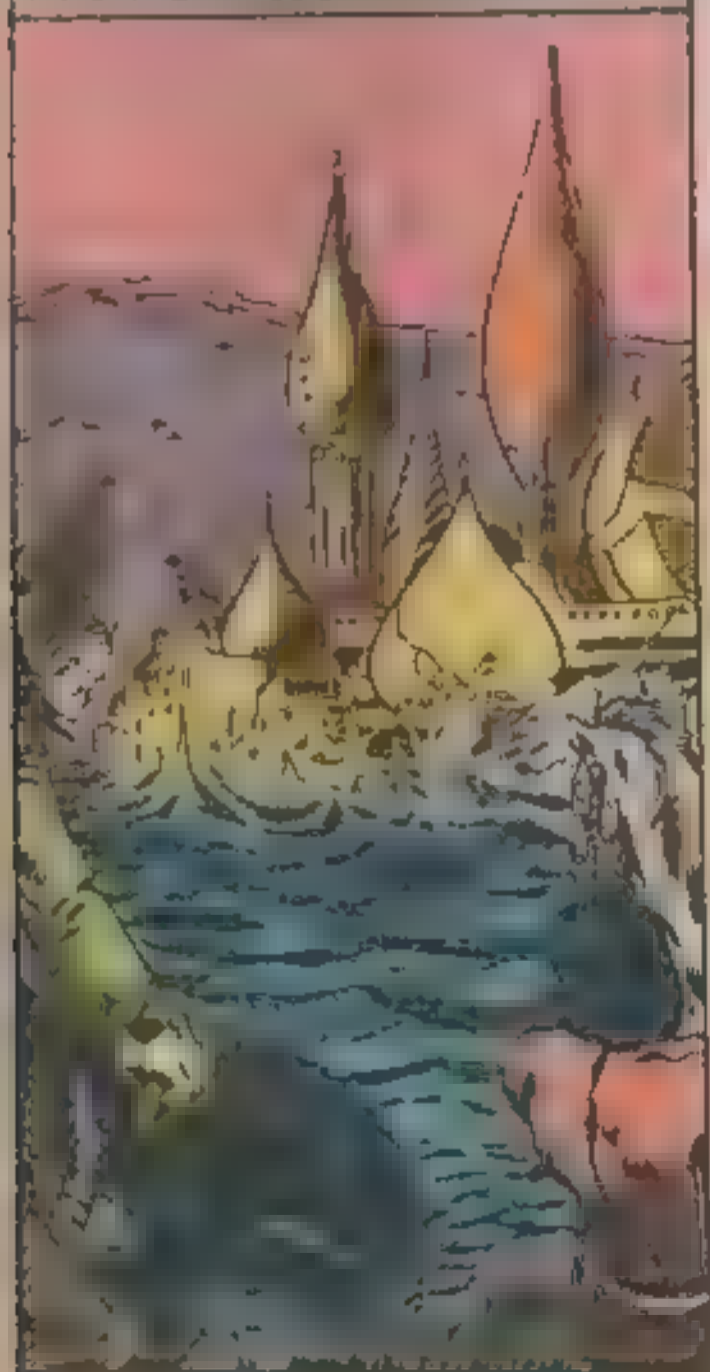
THEY STRIDE ON TOGETHER
IN SILENCE...AS FINGERS OF
LANGUID DAWN STROKE SKY-
REACHING TOWERS.

...AND TINY
RIVULETS FLOW
FORTH FROM OUT
OF THE VERY
EARTH ITSELF.



FASTER THEY COME
NOW, AND **FASTER STILL...**

...TILL THE **SIGHING LAKE**
CLOSES ONCE MORE AROUND
THE SHUDDERING SPIRES OF
YAGALA, LIKE SOME GREAT
AND MERCILESS FIST...

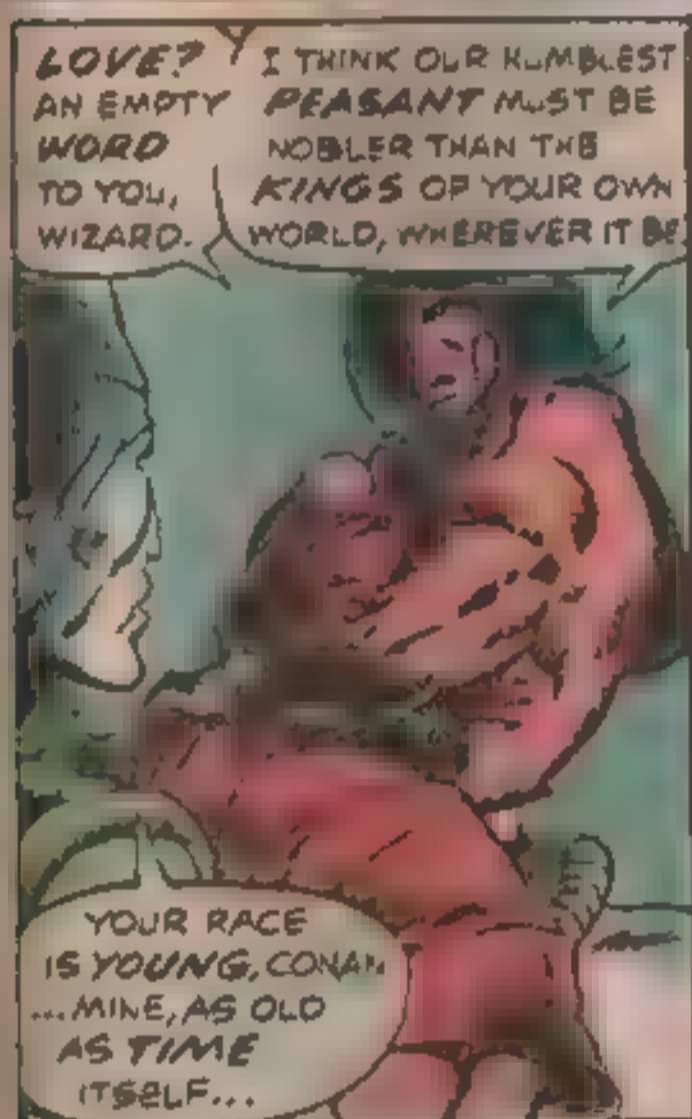
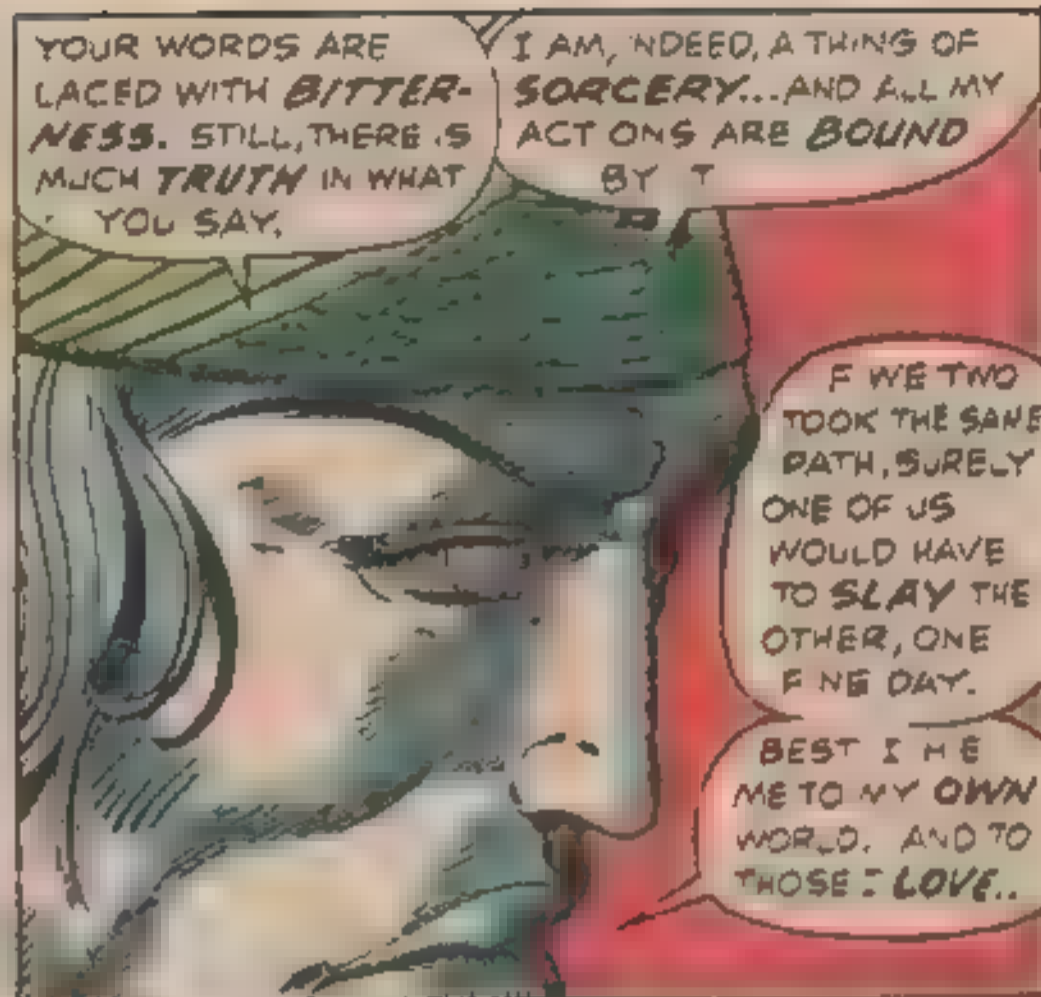
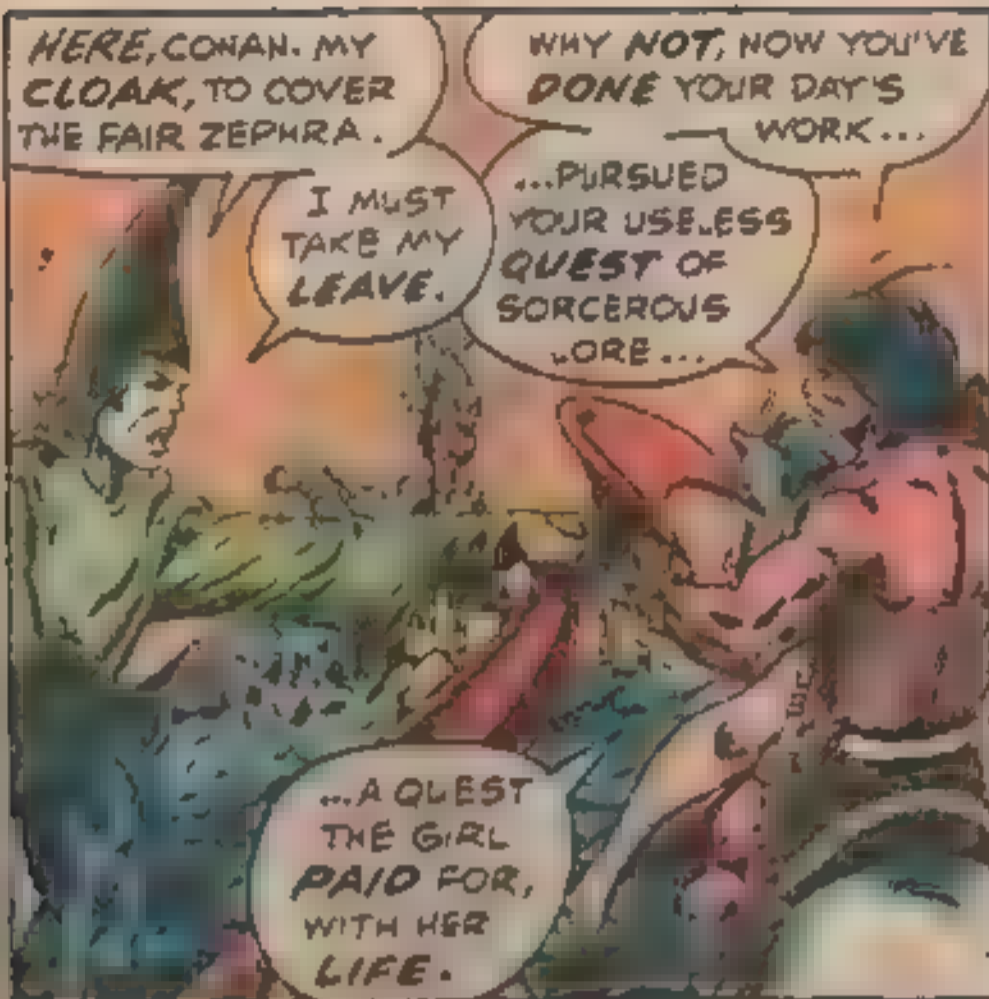


...AND THE ANCIENT PROUD TOWERS CRUMBLE IN THE MANY-
COLORED MORN, AND THE LAKE NO LONGER SIGNS...



FOR, THE **SOULS** OF
THE DEAD HAVE BEEN
RELEASED FROM
THEIR WATERY SEPUL-
CHRE, AND ARE NOW
AT REST ONCE
MORE...

CONTINUED AFTER NEXT PAGE



...BACK TO THAT EARTH WHERE THE BRIGHT EMPIRE OF MELNIBONÉ STILL FLOURISHES...
SIMULTANEOUS WITH CONAN'S HYBORIAN AGE, AND YET A WORLD APART...

FOR, MANY THE FATHS, MANY THE TIMES
WHICH CONVERGE IN OUR WORLD OF SIN
AND SORROWS...THOUGH ALL BE DARK
WITH SHADOWED STAIN OF HUMAN EVIL...

AND HE WONDERS, DOES
ELRIC, IF IT WOULD HAVE
HELPED TO TELL CONAN
ABOUT CYMORIL...

...CYMORIL, THE
BEAUTEFUS LOVE
OF ELRIC'S LIFE...
CYMORIL, WHO SLEEPS
BENEATH THE DREAD
SPELL OF YVRKON,
ELRIC'S GREATEST
RIVAL...

...CYMORIL,
WHOM
TERHALI'S
MAGIC
MIGHT
HAVE
AWAKENED...
BUT NO MORE
...NO
MORE...!

NO, HE DECIDES... IT WOULD
NOT HAVE HELPED TO TELL
CONAN...AND SO SPURRING
HIS MOUNT, HE GALLOPS ON...

...TO A DESTINY MORE STRANGE, MORE WONDROUS, THAN EVEN THE CIMMERIAN
SHALL EVER KNOW...!



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EPICUE:

A LOST WIND MURMURS AMONG ROCKS, IN SEARCH OF A SOUL. RAUCOUS RED-BIRDS CALL, HOOTING TON ITS WAY BEFORE A GREAT CARVEN GATE. A HOOF-SORE STEED PAUSES...THE DOORS SWING SLOWLY, SARDLY OPEN...AND ZUKALA



YOU'D BEAT
THE **BUZZARDS**
TO YOUR OWN FUNERAL,
OLD MAN.

I GUESS MY
BURDEN IS **NO**
NEWS TO SUCH
AS YOU

ZEPHRA
...IS
DEAD

TO
KNOW MORE,
I **CARE**
NOT.

YOU
BROUGHT MY
DAUGHTER
BACK TO ME.
FOR THAT, I
THANK
YOU

THE **CLOAK** THAT
COVERS HER
IS **MAGIC**.

YOU'LL
LIKE IT.

CONAN,
CONAN..

IF WE'D NOT **FOUGHT**
LONG MONTHS AGO,
I WOULD HAVE FACED
TERHALI, AND
THEN, PERHAPS..

COULD
WE NOT
BE FRIENDS,
AT LAST...

FOR, I SENSE
WE SHARE...A
CERTAIN
GRIEF...

WIZARD AND WARRIOR...
FRIENDS? SOONER ALL OF
KOTH SHALL SINK BENEATH
SOME DOOM-DARK SEA.

BUT..
YOU
KNOW
THAT.

YES.

I'M A **BARBARIAN**, ZUKALA. I
WAS BORN IN BLOODY **BATTLE** IN
THE BLEAK HILLS OF THE NORTH..

STILL, IF ZEPHRA HAD
BEEN **MINE**, SHE'D NEVER
HAVE DIED...WHILE **I**
HAD AN EYE TO SEE IT.

...AND I'VE **GORE**
ENOUGH ON MY
TAIL TO DAMN ME
TO A THOUSANDS
HELLS, IF HELLS
THERE BE.

SO **HERE'S**
YOUR SORCERY,
MAN...ALL
WRAPPED UP IN
THIS SHINING
SWORD...

I'LL
HAVE
NONE
OF IT!

NOW, I'VE
BUSINESS IN **ARGOS**
...OR ANY **OTHER**
PLACE THAT NEEDS
A GOOD STRONG
SWORD-ARM.

I'LL DRINK
A TOAST, TO
BOTH THE
LIVING
AND THE
DEAD...

...IN THE
FIRST
TAVERN
I FIND.

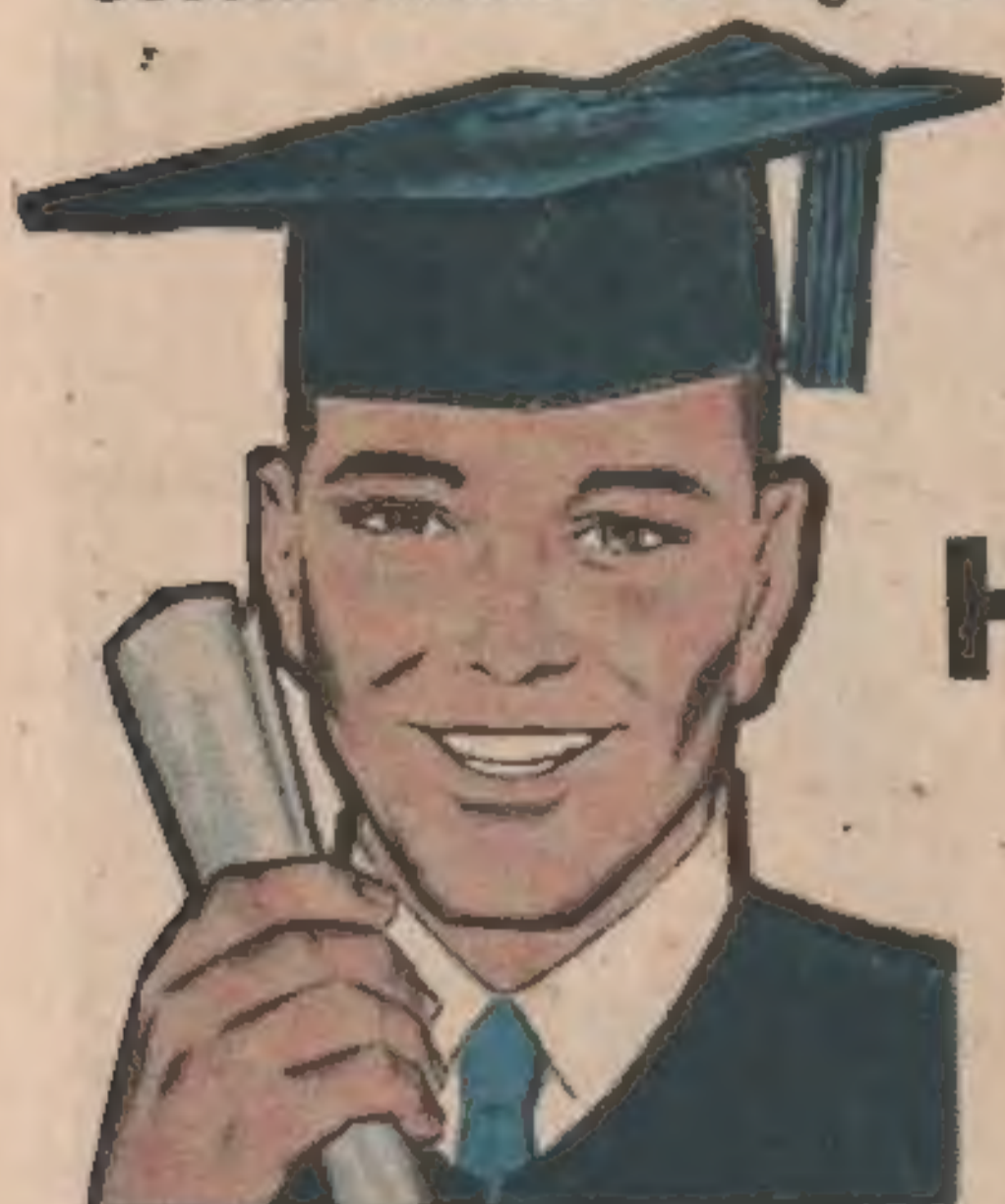
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WITHOUT LOSING A DAY'S PAY

PREPARE FOR A BETTER JOB WITH HIGHER PAY

\$94,000 extra income in a lifetime

U.S. Government figures show the average high school graduate earns \$94,000 more than the non-graduate. Here's what the extra money can mean:



Live in a home of your own in a fine neighborhood.

Drive a new car, provide other luxuries for your family.



Watch your savings account grow.

Here's a convenient, pleasant way for anyone over 17 to finish high school at home — with just a few hours a week of spare-time study. You don't have to go back to school — school comes to you.

This practical program is offered by Academy for Home Study. It was planned especially for working men and women who need a diploma to get ahead and can't take time out to go back to classroom study. It offers these advantages:

- Full Credit for Previous Schooling
- Simplified, Easy-to-Read Lessons
- True-False Multiple-Choice Tests
- Experienced Instructors

A diploma means a lot today — in prestige and in cash, and in greater job opportunities.

Get the Full Story—FREE

Send for Academy's FREE booklet. It tells you how you can finish high school at home. Low cost, easy terms. You will also receive free a valuable Government booklet with advice for drop-outs. You may discover you are much closer to completing high school than you imagined. Mail coupon below today for both booklets. There's no cost or obligation. Academy, 425 South Dearborn Street, Chicago, Illinois 60605.



ACADEMY FOR HOME STUDY

425 S. Dearborn Street, Dept. 76-905, Chicago, Illinois 60605

Please rush FREE booklet on how to finish high school at home, also free Government booklet. No obligation.

Print Name..... Age.....

Address..... Apt. No.....

City & State..... Zip.....

CHM

MUSCLES



If you've always thought it would take years to develop a he-man body like this, here's news that will astound you! The revolutionary Bullworker 2 body-builder is designed to help give you the kind of physique you've always wanted—in a matter of weeks!

Deeper chest...steel hard muscles...legs like tree-trunks...all these powerful features must be yours or you don't pay a thing...and it takes only 5 minutes a day.

SCIENTIFICALLY-PROVEN PRINCIPLES

Based on principles developed by the internationally famous Max Planck Institute in W. Germany, this sensational muscle-developer uses revolutionary Isotonic/Isometrics to pack new strength and vigor into your body many times faster than conventional techniques!

'The results of Bullworker are amazing after only 3 weeks.'—L. Sims, England.

'I didn't believe it possible that so little training could do so much.'—A. Hall, Burnley.

'This Isotonic equipment is just marvelous.'—P. Singh, Birmingham.

PROVE IT FOR YOURSELF FREE—in only 14 days!

To prove our absolute confidence in this world-tested power-builder, we challenge you to take up this guaranteed free offer. Try a 5-minute workout with the Bullworker 2 every day for 14 days. If, after that, you do not look and feel stronger...tougher...more dynamic, simply return it without owing a cent.

And if it can do all that in 14 days, think how you'll look in 2 or 3 months!

FREE BROCHURE This free 24-page full color brochure illustrates the step-by-step isotonic methods used with the Bullworker 2. Mail the coupon NOW and we'll send it to you immediately—entirely without obligation.

MAIL IT TODAY—and you could be the most powerful-looking man on the beach this summer!

Built-in Powermeter

You can actually measure your musclepower g-r-o-w-i-n-g from the very first day.



© BULLWORKER SERVICE, 175 Community Drive, Great Neck, N.Y. 11021

FREE BOOKLET



BULLWORKER SERVICE Dept. BW-145

175 Community Drive, Great Neck, N.Y. 11021

Please send me my FREE full color brochure about BULLWORKER 2 without obligation. I enclose just 50¢ to cover mailing and handling. No salesman will call.

Name _____ Age _____

Street _____

City _____

State _____ Zip _____

Canada: Home delivery duty paid. Ask for FREE booklet.



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"This year I made \$20.00. Next year my aim is \$40.00. I am sure I will make it, too."
Dennis Bryant
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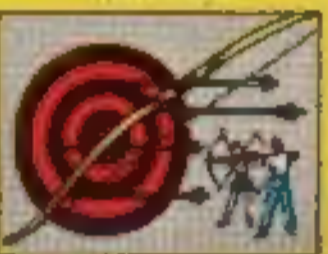
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with Fast Selling American Seeds

Take your choice of 100 wonderful prizes. You can earn as many as you want. Most prizes shown here and many more in our Big Prize Book are given **WITHOUT COST** for selling just one 48-pack order of American Vegetable and Flower Seeds at 25¢ a pack. Some of the larger prizes require more sales or extra money as explained in the Big Prize Book.

Send NO MONEY, We Trust You

Everybody wants American Seeds. They're fresh and ready to grow. You'll sell them quickly to family, friends and neighbors. Many boys and girls sell their packs in one day. You can too — and get your prize at once. Or, if you want money instead of a prize, keep \$4.00 for every 48-pack order you sell.

USE THESE COUPONS ONLY

To order your seeds, fill out one of these coupons and mail in an envelope to:

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Dept. 246
Lancaster, Pa. 17604
OUR 54th YEAR

MAIL ONE COUPON TODAY Give the Other to a Friend

AMERICAN SEED CO., Dept. 246, Lancaster, Pa. 17604

Please send me your Big Prize Book and one order of 48 packs of American Seeds. I'll sell them at 25¢ a pack, send you the money and choose my prize. Send seeds checked.

☐ All Flower Seeds

☐ Mixed Vegetable and Flower Seeds

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AMERICAN SEED CO., Dept. 246, Lancaster, Pa. 17604

Please send me your Big Prize Book and one order of 48 packs of American Seeds. I'll sell them at 25¢ a pack, send you the money and choose my prize. Send seeds checked.

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EXTRA!

\$3,000 AWARDED in our Promptness Contest in addition to the prizes and money you earn selling seeds.

Complete information is sent with your Big Prize Book and Seeds.



SAVE FOR COLLEGE or SPEND IT NOW!

